

HUBSPOT INC  
Form 3  
October 08, 2014

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                   |          |          |                                      |                                                                                 |                                                                        |
|---------------------------------------------------|----------|----------|--------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *         |          |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                     |                                                                        |
| Â MATRIX PARTNERS VIII L                          |          |          | (Month/Day/Year)                     | HUBSPOT INC [HUBS]                                                              |                                                                        |
| P                                                 |          |          | 10/08/2014                           |                                                                                 |                                                                        |
| (Last)                                            | (First)  | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| C/O MATRIX PARTNERS, 101 MAIN STREET,Â 17TH FLOOR |          |          |                                      | (Check all applicable)                                                          |                                                                        |
|                                                   | (Street) |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|                                                   |          |          |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                                   |          |          |                                      |                                                                                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| CAMBRIDGE,Â MAÂ 02142                             |          |          |                                      |                                                                                 |                                                                        |
| (City)                                            | (State)  | (Zip)    |                                      |                                                                                 |                                                                        |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 10,838 <sup>(1)</sup>                                 | D                                                        | Â                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

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|                                      | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|
| Series B Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock        | 3,014,396<br>(1) (3)       | \$ (2)                       | D Â                                                        |
| Series C Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock        | 1,002,104<br>(1) (3)       | \$ (2)                       | D Â                                                        |
| Series D Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock        | 236,207 (1)<br>(3)         | \$ (2)                       | D Â                                                        |
| Series E Convertible Preferred Stock | Â (2)            | Â (2)           | Common Stock        | 73,046 (1)<br>(3)          | \$ (2)                       | D Â                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| MATRIX PARTNERS VIII L P<br>C/O MATRIX PARTNERS, 101 MAIN STREET<br>17TH FLOOR<br>CAMBRIDGE, MA 02142 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ John Kelleher,  
attorney-in-fact

10/08/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are owned solely by Matrix Partners VIII, L.P. Matrix VIII U.S. Management Co., L.L.C. ("Matrix VIII LLC") is the general partner of Matrix Partners VIII, L.P. David R. Skok, by virtue of his management position in Matrix VIII LLC, has sole voting and dispositive power with respect to these shares. Mr. Skok disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2) The Series B, C, D and E Preferred Stock are each convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
- (3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.

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### Remarks:

Exhibit 24.1: Limited Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.