

HUBSPOT INC

Form 4

November 06, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
General Catalyst Group V LP

(Last) (First) (Middle)

C/O GENERAL CATALYST  
PARTNERS, 20 UNIVERSITY  
ROAD, 4TH FLOOR

(Street)

CAMBRIDGE, MA 02138

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HUBSPOT INC [HUBS]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/06/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/06/2015		J <sup>(1)</sup>		1,681,239	D	\$ 0
					3,026,231		
Common Stock	11/06/2015		J <sup>(2)</sup>		35,093	D	\$ 0
					63,168		
Common Stock	11/06/2015		J <sup>(3)</sup>		328,701	A	\$ 0
					328,701		

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
General Catalyst Group V LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		
GC Entrepreneurs Fund V, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238		X		
General Catalyst GP V, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238		X		
General Catalyst Partners V, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238		X		
Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238		X		
Orfao David J C/O GENERAL CATALYST PARTNERS		X		

20 UNIVERSITY ROAD, 4TH FLOOR  
CAMBRIDGE, MA 01238

Fialkow David P  
C/O GENERAL CATALYST PARTNERS  
20 UNIVERSITY ROAD, 4TH FLOOR  
CAMBRIDGE, MA 01238

X

## Signatures

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member and COO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for General Catalyst Group V, L.P.	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member and COO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for GC Entrepreneurs Fund V, L.P.	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member and COO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P.	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member and COO, General Catalyst GP V, LLC	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of David P. Fialkow	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of David J. Orfao	11/06/2015
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\_\_Signature of Reporting Person

Date

/s/ Christopher McCain, on behalf of Joel E. Cutler	11/06/2015
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\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- Effective November 6, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,681,239 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCG V. General Catalyst GP V, LLC ("GP V LLC") is the general partner of General Catalyst Partners V, L.P. ("GP V LP"),
- (1) which is the general partner of GCG V. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCG V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his or its pecuniary interest therein.
  - (2) Effective November 6, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 35,093 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF V. GP V LLC is the general partner of GP V LP, which is the general partner of GCEF V. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCEF V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of

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all shares held by the foregoing entities except to the extent of his or its pecuniary interest therein.

Shares acquired through a distribution in-kind from GCG V and GCEF V by GP V LP. GP V LLC is the general partner of GP V LP.

- (3) Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GP V LP. Each of GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his or its pecuniary interest therein, if any.

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.