
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 6, 2021

HUBSPOT, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36680
(Commission File Number)

20-2632791
(IRS Employer
Identification No.)

25 First Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02141
(Zip Code)

Registrant's Telephone Number, Including Area Code: (888) 482-7768

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per share	HUBS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

On January 6, 2021, Michael Simon resigned from his position as a member of the Board of Directors (the “Board”) of HubSpot, Inc. (the “Company”) and as chair of the compensation committee of the Board, effective January 11, 2021. Mr. Simon’s resignation was not due to any disagreement with the Company on any matter relating to the registrant’s operations, policies, or practices.

(d) Election of Director

On January 6, 2021, the Board unanimously approved the appointment of Nick Caldwell as a class III director of the Company to fill the vacancy created by Mr. Simon’s resignation. The effective date of Mr. Caldwell’s appointment was January 11, 2021. The term of the Company’s class III directors, including Mr. Caldwell, expires on the date of the Company’s annual meeting of stockholders to be held in 2023 or upon the election and qualification of successor directors. Mr. Caldwell was also appointed to serve on the compensation committee of the Board.

Mr. Caldwell’s compensation will be consistent with that provided to all of the Company’s non-employee directors pursuant to the Company’s Non-Employee Director Compensation Policy, which was filed as Exhibit 10.13 to the Company’s Form 10-K for the year ended December 31, 2019. In addition, the Company entered into an indemnification agreement with Mr. Caldwell in connection with his appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company.

There is no arrangement or understanding pursuant to which Mr. Caldwell was appointed to the Board. There are no family relationships between Mr. Caldwell and any director or executive officer of the Company, and Mr. Caldwell has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On January 12, 2021, the Company issued a press release announcing Mr. Caldwell’s appointment to the Board as discussed in Item 5.02(d) of this Current Report on Form 8-K. The full text of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of HubSpot, Inc. dated January 12, 2021, furnished herewith.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HubSpot, Inc.

January 12, 2021

By: /s/ John Kelleher

Name: John Kelleher

Title: General Counsel

HubSpot Announces Nick Caldwell Joins Board of Directors

Caldwell joins the HubSpot board as Michael Simon, founder and CEO of NDVR, Inc. and former co-founder, chairman, and CEO of LogMeIn, retires from the board

CAMBRIDGE, MA – January 12, 2021 – HubSpot, a leading customer relationship management (CRM) platform, announced today that product development and engineering leader Nick Caldwell has joined the company’s board of directors.

Caldwell joins as Michael Simon, founder and CEO of NDVR, Inc. and former co-founder, chairman, and CEO of LogMeIn, retires from the board. Simon joined HubSpot’s board in 2011 and has supported the company through key milestones, including an IPO in 2014 and numerous product expansions over the years.

“I first want to thank Michael for his support over the past decade. As one of our earliest board members, he’s played an invaluable role in getting us to where we are today. We’re sad to see him go, but are excited to have Nick joining the team,” said Brian Halligan, co-founder and CEO of HubSpot. “Nick has an impressive track record in building and scaling products, which will be invaluable to HubSpot as we continue to grow our CRM platform. I’m excited to have him on board and can’t wait to hear his ideas.”

“HubSpot has achieved impressive growth, and is poised to continue that growth in the years to come,” said Caldwell. “I’m looking forward to working with the HubSpot team and my fellow board members to help the company expand its product offerings to meet the needs of scaling businesses.”

Caldwell has a proven track record in building and scaling well-known products, including previous roles at PowerBI at Microsoft, Reddit, Looker, and Twitter, that will be invaluable as HubSpot continues to scale. His deep expertise in reporting and business intelligence, gained during his time as GM of PowerBI and chief product and engineering officer at Looker, will be especially useful as HubSpot continues to build out its reporting capabilities.

Caldwell is a board member of /dev/color and BAMIT, organizations with missions of empowering Black professionals to build and grow careers in the technology space. He also co-founded Color Code, a scholarship fund dedicated to future leaders of color in technology fields.

“Having served on HubSpot’s board for nearly ten years, I’ve had a front-row seat to many of the company’s biggest milestones. There are many more in store, and I’m confident that Nick and the rest of the board will do a great job of supporting HubSpot as it enters this exciting new chapter,” said Simon. “It’s been a pleasure working with HubSpot and my fellow board members, and I wish them the best of luck.”

To learn more about HubSpot’s board of directors, please visit <https://www.hubspot.com/company/board-of-directors>.

About HubSpot

HubSpot (NYSE: HUBS) is a leading customer relationship management (CRM) platform that provides software and support to help businesses grow better. The platform includes marketing, sales, service, and website management products that start free and scale to meet our customers' needs at any stage of growth. Today, more than 95,000 customers across more than 120 countries use HubSpot's powerful and easy-to-use tools and integrations to attract, engage, and delight customers.

Named Glassdoor's #1 Best Place to Work in 2020, HubSpot has been recognized for its award-winning culture by Great Place to Work, Comparably, Fortune, Entrepreneur, Inc., and more. The company is headquartered in Cambridge, MA with offices in Dublin, Ireland; Singapore; Sydney, Australia; Tokyo, Japan; Berlin, Germany; Bogotá, Colombia; Paris, France; Ghent, Belgium; San Francisco, CA; and Portsmouth, NH.

Learn more at www.hubspot.com

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Press Contact

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