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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Shah Dharmesh</u>			2. Issuer Name and Ticker or Trading Symbol <u>HUBSPOT INC [ HUBS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O HUBSPOT, INC. 2 CANAL PARK			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02141</u>								
(City) (State) (Zip)								

**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	12/10/2024		S <sup>(1)</sup>		1,116	D	\$711.91 <sup>(2)</sup>	1,322,029	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		448	D	\$713.41 <sup>(3)</sup>	1,321,581	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		510	D	\$714.21 <sup>(4)</sup>	1,321,071	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,217	D	\$715.76 <sup>(5)</sup>	1,319,854	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		882	D	\$717.04 <sup>(6)</sup>	1,318,972	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		618	D	\$718.9 <sup>(7)</sup>	1,318,354	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		2,010	D	\$719.87 <sup>(8)</sup>	1,316,344	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		800	D	\$720.8 <sup>(9)</sup>	1,315,544	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		900	D	\$723.45 <sup>(10)</sup>	1,314,644	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,500	D	\$726.32 <sup>(11)</sup>	1,313,144	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		300	D	\$727.06 <sup>(12)</sup>	1,312,844	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		900	D	\$728.43 <sup>(13)</sup>	1,311,944	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,600	D	\$729.16 <sup>(14)</sup>	1,310,344	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,200	D	\$730.31 <sup>(15)</sup>	1,309,144	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,604	D	\$731.38 <sup>(16)</sup>	1,307,540	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		2,469	D	\$732.35 <sup>(17)</sup>	1,305,071	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		106	D	\$732.99 <sup>(18)</sup>	1,304,965	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		500	D	\$734.43 <sup>(19)</sup>	1,304,465	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,712	D	\$735.75 <sup>(20)</sup>	1,302,753	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		2,408	D	\$736.63 <sup>(21)</sup>	1,300,345	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		300	D	\$737.78 <sup>(22)</sup>	1,300,045	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		1,100	D	\$738.89 <sup>(23)</sup>	1,298,945	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		700	D	\$740.17 <sup>(24)</sup>	1,298,245	D	
Common Stock	12/10/2024		S <sup>(1)</sup>		100	D	\$741.08	1,298,145	D	
Common Stock	12/11/2024		G		1,068 <sup>(25)</sup>	D	\$0	1,297,077	D	

**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								16,000	I	See Footnote. <sup>(26)</sup>
Common Stock								11,000	I	See Footnote. <sup>(27)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This transaction reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted on 8/16/2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$711.50 to \$712.47, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$713.00 to \$713.84, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$714.05 to \$714.58, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$715.51 to \$716.27, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$716.51 to \$717.48, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$718.48 to \$719.38, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$719.65 to \$720.41, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$720.80 to \$720.81, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$722.91 to \$723.78, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$725.65 to \$726.55, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$726.77 to \$727.65, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$727.84 to \$728.67, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$728.87 to \$729.81, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$729.88 to \$730.70, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$730.94 to \$731.91, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$731.98 to \$732.92, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$732.99 to \$733.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$734.07 to \$734.84, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$735.24 to \$736.14, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$736.27 to \$737.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$737.52 to \$737.93, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$738.66 to \$739.18, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$739.72 to \$740.56, inclusive. The reporting person undertakes to provide to HubSpot, Inc., any security holder of HubSpot, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (24) herein.
- Represents shares of the Issuer's common stock donated as a gift by the reporting person to the Humani Foundation, a charitable foundation. The reporting person is deemed to have voting and investment power over the shares of the Issuer's common stock held by the Humani Foundation, but has no pecuniary interest in these shares.
- Shares held by the Polaris I Trust, for which Dharmesh Shah serves as trustee. The reporting person disclaims beneficial ownership of these securities in excess of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares held by the Polaris II Trust, for which Dharmesh Shah serves as trustee. The reporting person disclaims beneficial ownership of these securities in excess of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

/s/ Alyssa Harvey Dawson, 12/12/2024  
attorney-in-fact

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.