

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BOHN LAWRENCE S</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)	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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2015</u>	

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	06/02/2015		j ⁽¹⁾		1,008,743	D	\$0	4,707,470	I	See footnote ⁽¹⁾
Common Stock	06/02/2015		j ⁽²⁾		21,056	D	\$0	98,261	I	See footnote ⁽²⁾
Common Stock	06/02/2015		j ⁽³⁾		195,355	A	\$0	195,355	I	See footnote ⁽³⁾
Common Stock	06/02/2015		j ⁽⁴⁾		195,355	D	\$0	0	I	See footnote ⁽⁴⁾
Common Stock	06/02/2015		j ⁽⁵⁾		8,153	A	\$0	8,153	D	

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Effective June 2, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,008,743 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"), which is the general partner of GCG V. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Effective June 2, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 21,056 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. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- 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. The reporting person disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Effective June 2, 2015, GP V LP distributed in-kind, without consideration, a total of 195,355 shares of Common Stock of the Issuer to its limited partners.
- Shares acquired through a distribution in-kind from GP V LP.

Remarks:

/s/ Christopher McCain,
attorney-in-fact for Lawrence 06/02/2015
S. Bohn

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints William J. Fitzgerald, Christopher McCain and Mark Allen, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect with respect to each undersigned person unless and until six months after such person is both no longer a Managing Director of General Catalyst Partners and no longer serving on the board of directors of any portfolio company of any General Catalyst Partners fund.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of October, 2014.

/s/ Lawrence S. Bohn

Lawrence S. Bohn

/s/ Joel E. Cutler

Joel E. Cutler

/s/ David P. Fialkow

David P. Fialkow

/s/ William J. Fitzgerald

William J. Fitzgerald

/s/ Stephen A. Herrod

Stephen A. Herrod

/s/ David J. Orfao

David J. Orfao

/s/ Neil F. Sequeira

Neil F. Sequeira

/s/ Brian J. Shortsleeve

Brian J. Shortsleeve

/s/ Hemant Taneja

Hemant Taneja

/s/ Adam A. Valkin

Adam A. Valkin