
**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): March 21, 2022

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

ACTIVE/114412557.3

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.

ACTIVE/114412557.3

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 March 21, 2022, Julie Herendeen resigned from her position as a member of the Board of Directors (the “Board”) of HubSpot, Inc. (the “Company”), effective March 24, 2022. Ms. Herendeen’s resignation was not due to any disagreement with the Company.

(d) Election of Director

On March 23, 2022, the Board unanimously approved the appointment of Claire Hughes Johnson as a class III director of the Company to fill the vacancy created by Ms. Herendeen’s resignation. The effective date of Ms. Hughes Johnson’s appointment was March 24, 2022. The term of the Company’s class III directors, including Ms. Hughes Johnson, 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. Ms. Hughes Johnson was also appointed to serve on the compensation and nominating and ESG committees of the Board.

Ms. Hughes Johnson’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, 2021. In addition, the Company entered into an indemnification agreement with Ms. Hughes Johnson in connection with her 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 Ms. Hughes Johnson was appointed to the Board. There are no family relationships between Ms. Hughes Johnson and any director or executive officer of the Company, and Ms. Hughes Johnson 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 March 24, 2022, the Company issued a press release announcing Ms. Herendeen’s resignation from, and Ms. Hughes Johnson’s appointment to, the Board, as discussed in Item 5.02 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 March 24, 2022, 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.

March 24, 2022

HubSpot, Inc.

By: /s/ John P. Kelleher _____

Name: John P. Kelleher

Title: General Counsel

ACTIVE/114412557.3

HubSpot Announces Claire Hughes Johnson Joins Board of Directors

CAMBRIDGE, MA – March 24, 2022 – HubSpot, a leading customer relationship management (CRM) platform, announced today that Claire Hughes Johnson has joined the company's board of directors. Hughes Johnson brings more than two decades of experience in scaling high-growth companies and products.

Hughes Johnson joins as Julie Herendeen transitions from the board. Herendeen joined HubSpot's board in 2016 and has supported the company through a period of rapid transformation that includes significant expansion across HubSpot's platform and Yamini Rangan's transition to CEO in 2021.

"First, I want to thank Julie for her support and guidance over the past six years. As one of HubSpot's first board members as a public company, Julie has been instrumental in navigating HubSpot through a period of tremendous growth and change. While I'm sad to see Julie go, I'm excited to be welcoming Claire to our board," said Brian Halligan, HubSpot's co-founder and Executive Chairperson. "Claire has impressive experience when it comes to scaling high-growth companies, as she was an executive at Google from 2004 to 2014 and COO at Stripe from 2014 to 2021. Her experience in payments at Stripe will be invaluable as we continue to build out HubSpot Payments in the coming years. In addition to being a great operator who has seen some great movies, she's a great person that I look forward to working with."

"The CRM industry has dramatically evolved during the pandemic, and I have tremendous respect for Yamini and her team for turning HubSpot into an engine for innovation during this time," said Hughes Johnson. "I'm thrilled to work alongside the rest of the Board as HubSpot continues to hone and scale its customer-centric approach."

Hughes Johnson's experience as chief operating officer at Stripe and vice president of multiple Google business teams, including Global Online Sales, Google Offers, and Google Self-Driving Cars, will be instrumental as HubSpot continues to build out its product offerings, including its natively built CRM-powered payments capabilities.

Hughes Johnson is currently a corporate officer and advisor for Stripe, and she also serves on the boards of directors of the media company, The Atlantic; Ameresco, a leading renewable energy company; and self-driving company, Aurora Innovation.

"Throughout my career, I've worked with purpose-driven technology companies that create bold solutions to customers' most challenging problems. These past six years with HubSpot have been an incredible opportunity to do that, and I'm proud of the many milestones that HubSpot has achieved," said Herendeen. "There are many more ahead, and I'm confident that Claire and the rest of the board will do a great job supporting HubSpot as it enters this exciting new

chapter. 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 companies grow better. The platform includes marketing, sales, service, operations, and website management products that start free and scale to meet our customers' needs at any stage of growth. Today, more than 135,000 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 #2 Best Place to Work in 2022, HubSpot has been recognized for its award-winning culture by Great Place to Work, Comparably, Fortune, Entrepreneur, Inc., and more. HubSpot was founded in 2006 and is headquartered in Cambridge, Massachusetts. The company's thousands of employees work across the globe in HubSpot offices and remotely.

Learn more at www.hubspot.com.

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Press Contact

Ellie Flanagan
eflanagan@hubspot.com
857-829-5301
