

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>General Catalyst GP V, LLC</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/23/2015		s ⁽¹⁾		1,029,799	D	\$35.2425	5,835,530 ⁽²⁾	I	See Footnote ⁽³⁾

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)		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)					

1. Name and Address of Reporting Person*
General Catalyst GP V, LLC
 (Last) (First) (Middle)
C/O GENERAL CATALYST PARTNERS,
20 UNIVERSITY ROAD, 4TH FLOOR
 (Street)
CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fialkow David P
 (Last) (First) (Middle)
C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR
 (Street)
CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Orfao David J
 (Last) (First) (Middle)

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

(Street)

CAMBRIDGE MA 02138

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Cutler Joel E](#)

(Last)

(First)

(Middle)

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

(Street)

CAMBRIDGE MA 02138

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[General Catalyst Partners V, L.P.](#)

(Last)

(First)

(Middle)

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

(Street)

CAMBRIDGE MA 02138

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[GC Entrepreneurs Fund V, LP](#)

(Last)

(First)

(Middle)

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

(Street)

CAMBRIDGE MA 02138

(City)

(State)

(Zip)

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)

Explanation of Responses:

1. Pursuant to an underwriting agreement, dated March 17, 2015 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of the Issuer, pursuant to the final prospectus dated March 18, 2015, which offering was consummated on March 23, 2015, GC Entrepreneurs Fund V, L.P. ("GC EF V") and General Catalyst Group V, L.P. ("GCG V") sold 18,310 and 877,168 shares of Common Stock, respectively. On March 18, 2015, the underwriters exercised their option under the Underwriting Agreement to purchase additional shares of Common Stock from the Issuer and the selling stockholders in full. Pursuant to such option to purchase additional shares of Common Stock, GC EF V and GCG V sold 2,746 and 131,575 additional shares of Common Stock, respectively.

2. GC EF V and GCG V are the record holders of 119,317 and 5,716,213 shares of Common Stock, respectively.

3. General Catalyst GP V, LLC ("GC V LLC") is the general partner of General Catalyst Partners V, L.P. ("GC V LP"), which is the general partner of GC EF V and GCG V. Each of GC V LLC and GC V LP disclaims beneficial ownership of the shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of its pecuniary interest, if any, in the shares. Each of David Fialkow, David Orfao, and Joel Cutler is a Managing Director of GC V LLC and may be deemed to share voting and dispositive power over the shares held by GC EF V and GCG V. Each of the Managing Directors disclaims beneficial ownership of such shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the shares.

Remarks:

[/s/ Christopher McCain,](#)
[attorney-in-fact for David](#)
[Fialkow](#)

[03/25/2015](#)

[/s/ Christopher McCain,](#)

[03/25/2015](#)

attorney-in-fact for David Orfao

/s/ Christopher McCain, attorney-in-fact for Joel Cutler 03/25/2015

GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel 03/25/2015

GENERAL CATALYST PARTNERS V, L.P., By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel 03/25/2015

GC ENTREPRENEURS FUND V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel 03/25/2015

GENERAL CATALYST GROUP V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel 03/25/2015

** 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.