

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Bishop Stacey</u>  (Last) (First) (Middle) <u>C/O SCALE VENTURE PARTNERS III, L.P.</u> <u>950 TOWER LANE, SUITE 700</u>  (Street) <u>FOSTER CITY CA 94404</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>10/15/2014</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	10/15/2014		C		1,721,075	A	(1)	1,721,075	I	See footnote(2)

**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	Title	Amount or Number of Shares				
Series C Preferred Stock	(1)	10/15/2014		C		4,720,949		(3)	(3)	Common Stock	1,573,649	\$0.00	0	I	See footnote(2)
Series D Preferred Stock	(1)	10/15/2014		C		355,093		(3)	(3)	Common Stock	118,364	\$0.00	0	I	See footnote(2)
Series E Preferred Stock	(1)	10/15/2014		C		87,188		(3)	(3)	Common Stock	29,062	\$0.00	0	I	See footnote(2)

**Explanation of Responses:**

- In connection with the completion of the issuer's initial public offering of common stock, each share of the issuer's Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock automatically converted into 0.333 of a share of common stock.
- The shares are owned of record by Scale Venture Partners III, L.P. Stacy Bishop is a managing member of Scale Venture Management III, L.L.C., the ultimate general partner of Scale Venture Partners III, L.P., and may be deemed to have shared voting and dispositive power over the shares held by Scale Venture Partners III, L.P. The Reporting Person disclaims beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The securities do not have an expiration date. Each share of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock converted automatically into 0.333 of a share of common stock in connection with the closing of the issuer's initial public offering on October 15, 2014. Prior to its conversion into the issuer's common stock, the Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock was convertible at any time at the option of the holder.

**Remarks:**

/s/ Stacey Bishop 10/15/2014  
 \*\* 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.

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