

**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>Kelleher John P.</u>  (Last) (First) (Middle) <u>C/O HUBSPOT, INC.</u> <u>25 FIRST STREET, 2ND FLOOR</u>  (Street) <u>CAMBRIDGE MA 02141</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2015</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

**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	08/10/2015		M <sup>(1)</sup>		1,977	A	\$16.14	46,843	D	
Common Stock	08/10/2015		M <sup>(1)</sup>		50,944	A	\$5.76	97,787	D	
Common Stock	08/10/2015		S <sup>(1)</sup>		76,506	D	\$50.24 <sup>(2)</sup>	21,281	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$16.14	08/10/2015		M <sup>(1)</sup>			1,977	(3)	01/29/2024	Common Stock	1,977	\$0.00	3,023	D	
Employee Stock Option (right to buy)	\$5.76	08/10/2015		M <sup>(1)</sup>			50,944	(4)	07/26/2022	Common Stock	50,944	\$0.00	65,361	D	

**Explanation of Responses:**

- The transactions reported on this Form 4 were effected pursuant to a written trading plan adopted by the Reporting Person in accordance with Rule 10b5-1.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.98, 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 this footnote.
- The original stock option grant of 5,000 shares underlying the option vests over four (4) years beginning on January 1, 2014 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- The original stock option grant of 116,305 shares underlying the option vests over four (4) years beginning on June 25, 2012 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.

**Remarks:**

/s/ John Kelleher

08/12/2015

\*\* 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.