

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>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> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | 09/17/2015 | | M ⁽¹⁾ | | 104 | A | \$16.14 | 56,050 | D | |
| Common Stock | 09/17/2015 | | M ⁽¹⁾ | | 2,784 | A | \$5.76 | 58,834 | D | |
| Common Stock | 09/17/2015 | | S ⁽¹⁾ | | 2,943 | D | \$50 | 55,891 | 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 | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$16.14 | 09/17/2015 | | M ⁽¹⁾ | | | 104 | (2) | 01/29/2024 | Common Stock | 104 | \$0.00 | 2,919 | D | |
| Employee Stock Option (right to buy) | \$5.76 | 09/17/2015 | | M ⁽¹⁾ | | | 2,784 | (3) | 07/26/2022 | Common Stock | 2,784 | \$0.00 | 27,863 | D | |

Explanation of Responses:

1. 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.
2. 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.
3. 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 09/21/2015
** 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.