SEC Form 4	
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Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES	AND EXCHANGE COMMISSION
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Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) HUBSPOT INC [HUBS] General Catalyst GP V, LLC Director 10% Owner X Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/15/2014 C/O GENERAL CATALYST PARTNERS, 20 UNIVERSITY ROAD, 4TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person CAMBRIDGE 02138 MA Form filed by More than One Reporting Person Х (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of 3. Transaction Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) (D) or Indirect (I) (Instr. 4) Beneficial (Month/Day/Year) Code (Instr. Beneficially Ownership (Instr. 4) 8) Owned Following Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Code v Amount Price See 10/15/2014 Common Stock C 6,839,009 A (3) 6,865,329 Ι footnotes⁽¹⁾⁽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) 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price of 9. Number of 10. 11. Nature of Derivative Securities Acquired (A) Securities Underlying Derivative Security (Instr. 3 and 4) Ownership Form: Direct (D) Conversion Date Execution Date Transaction Expiration Date (Month/Day/Year) Derivative derivative Indirect or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Security (Instr. 5) Beneficial Securities Beneficially Ownership or Disposed of (D) (Instr. 3, 4 and 5) Derivative Owned or Indirect (Instr. 4) Following Security (I) (Instr. 4) Reported Transaction(s) Amount or Number of (Instr. 4) Date Exercisable Expiration Code v (A) (D) Title Date Shares Series A Convertible Commo See (3) (3) (3) (3) 10/15/2014 C 9,456,407 3.152.135 0 I Preferred Stock footnotes⁽¹⁾⁽⁴⁾ Stock Series B Convertible (3) 10/15/2014 С 5,148,679 (3) (3) 1,716,225 (3) 0 I footnotes⁽¹⁾⁽⁵⁾ Preferred Stock Stock Series C Convertible (3) (3) (3) Commo (3) 10/15/2014 С 4,855,307 1.618.435 0 I footnotes⁽¹⁾⁽⁶⁾ Preferred Stock Stock Series D Convertible (3) Commo See (3) 710,186 (3) (3) 10/15/2014 C 236,728 0 T footnotes⁽¹⁾⁽⁷⁾ Preferred Stock Stock Series E Convertible Commo See (3) 10/15/2014 С 346,459 (3) (3) 115,486 (3) 0 I footnotes⁽¹⁾⁽⁸⁾ Preferred Stock Stock 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 02138 MA (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	МА	02138		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person [*] Orfao David J				
(Last) C/O GENERAL CA 20 UNIVERSITY R((First) FALYST PARTNERS DAD, 4TH FLOOR	(Middle)		
(Street) CAMBRIDGE	MA	02138		
(City)	(State)	(Zip)		
1. Name and Address of Cutler Joel E	Reporting Person [*]			
(Last) C/O GENERAL CA 20 UNIVERSITY R((First) FALYST PARTNERS DAD, 4TH FLOOR	(Middle)		
(Street) CAMBRIDGE	МА	02138		
(City)	(State)	(Zip)		
1. Name and Address of General Catalyst				
(Last) C/O GENERAL CA 20 UNIVERSITY R((First) FALYST PARTNERS DAD, 4TH FLOOR	(Middle)		
(Street) CAMBRIDGE	МА	02138		
(City)	(State)	(Zip)		
1. Name and Address of GC Entrepreneur				
(Last) C/O GENERAL CA 20 UNIVERSITY RO	(First) TALYST PARTNERS DAD, 4TH FLOOR	(Middle)		
(Street) CAMBRIDGE	МА	02138		
(City)	(State)	(Zip)		
1. Name and Address of <u>General Catalyst</u>				
(Last) C/O GENERAL CAT 20 UNIVERSITY R((First) FALYST PARTNERS DAD, 4TH FLOOR	(Middle)		
(Street) CAMBRIDGE	МА	02138		
(City)	(State)	(Zip)		

Explanation of Responses:

1. The shares are held by GC Entrepreneurs Fund V, L.P. ("GC EF V") and General Catalyst Group V, L.P. ("GCG V"). 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 of the shares held by the funds. 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.

2. Each of GC EF V and GCG V are the record holders of 140,373 and 6,724,956 shares, respectively.

4. Each of GC EF V and GC Group V were the record holders of 193,353 and 9,263,054 shares of Series A Convertible Preferred Stock, respectively.

5. Each of GC EF V and GC Group V were the record holders of 105,275 and 5,043,404 shares of Series B Convertible Preferred Stock, respectively.

6. Each of GC EF V and GC Group V were the record holders of 99,276 and 4,756,031 shares of Series C Convertible Preferred Stock, respectively.

7. Each of GC EF V and GC Group V were the record holders of 14,521 and 695,665 shares of Series D Convertible Preferred Stock, respectively.

^{3.} Each share of Series A, B, C, D and E Convertible Preferred Stock automatically converted into 0.333 of a share of Common Stock upon the the closing of the Issuer's initial public offering and had no expiration date.

8. Each of GC EF V and GC Group V were the record holders of 7,084 and 339,375 shares of Series E Convertible Preferred Stock, respectively.

Remarks:

<u>/s/ Christopher McCain,</u> <u>attorney-in-fact for David</u> <u>Fialkow</u>	<u>10/15/2014</u>
<u>/s/ Christopher McCain,</u> <u>attorney-in-fact for David Orfao</u>	<u>10/15/2014</u>
<u>/s/ Christopher McCain,</u> <u>attorney-in-fact for Joel Cutler</u>	<u>10/15/2014</u>
GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel	<u>10/15/2014</u>
GENERAL CATALYST PARTNERS V, L.P., By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel	<u>10/15/2014</u>
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	<u>10/15/2014</u>
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,	<u>10/15/2014</u>
General Counsel ** 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.