

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

<p>1. Name and Address of Reporting Person*</p> <p><u>General Catalyst GP V, LLC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O GENERAL CATALYST PARTNERS,</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u></p> <hr/> <p>(Street)</p> <p><u>CAMBRIDGE MA 02138</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>HUBSPOT INC [HUBS]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>10/15/2014</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	--	---

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		6,839,009	A	(3)	6,865,329	I	See 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)	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 A Convertible Preferred Stock	(3)	10/15/2014		C			9,456,407	(3)	(3)	Common Stock	3,152,135	(3)	0	I	See footnotes ⁽¹⁾⁽⁴⁾
Series B Convertible Preferred Stock	(3)	10/15/2014		C			5,148,679	(3)	(3)	Common Stock	1,716,225	(3)	0	I	See footnotes ⁽¹⁾⁽⁵⁾
Series C Convertible Preferred Stock	(3)	10/15/2014		C			4,855,307	(3)	(3)	Common Stock	1,618,435	(3)	0	I	See footnotes ⁽¹⁾⁽⁶⁾
Series D Convertible Preferred Stock	(3)	10/15/2014		C			710,186	(3)	(3)	Common Stock	236,728	(3)	0	I	See footnotes ⁽¹⁾⁽⁷⁾
Series E Convertible Preferred Stock	(3)	10/15/2014		C			346,459	(3)	(3)	Common Stock	115,486	(3)	0	I	See footnotes ⁽¹⁾⁽⁸⁾

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. 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.
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.
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.

