

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Halligan Brian</u>	2. Issuer Name and Ticker or Trading Symbol <u>HUBSPOT INC [HUBS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>Chief Executive Officer</u></div>
(Last) (First) (Middle) <u>C/O HUBSPOT, INC.</u> <u>25 FIRST STREET, 2ND FLOOR</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2021</u>	
(Street) <u>CAMBRIDGE MA 02141</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(City) (State) (Zip)		

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	06/15/2021		M ⁽¹⁾		17,282	A	\$5.76	658,828	D	
Common Stock	06/15/2021		S ⁽¹⁾		415	D	\$527.37 ⁽²⁾	658,413	D	
Common Stock	06/15/2021		S ⁽¹⁾		400	D	\$528.73 ⁽³⁾	658,013	D	
Common Stock	06/15/2021		S ⁽¹⁾		350	D	\$530.22 ⁽⁴⁾	657,663	D	
Common Stock	06/15/2021		S ⁽¹⁾		750	D	\$531.91 ⁽⁵⁾	656,913	D	
Common Stock	06/15/2021		S ⁽¹⁾		2,181	D	\$533.35 ⁽⁶⁾	654,732	D	
Common Stock	06/15/2021		S ⁽¹⁾		3,533	D	\$534.11 ⁽⁷⁾	651,199	D	
Common Stock	06/15/2021		S ⁽¹⁾		2,154	D	\$535.16 ⁽⁸⁾	649,045	D	
Common Stock	06/15/2021		S ⁽¹⁾		742	D	\$536.11 ⁽⁹⁾	648,303	D	
Common Stock	06/15/2021		S ⁽¹⁾		995	D	\$537.22 ⁽¹⁰⁾	647,308	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$5.76	06/15/2021		M ⁽¹⁾		17,282	(11)	05/08/2022	Common Stock	17,282	\$0.00	172,820	D	

Explanation of Responses:

1. This transaction was effected pursuant to a written trading plan adopted by the Reporting Person in accordance with Rule 10b5-1.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$527.06 to \$527.88, inclusive.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$528.59 to \$528.77, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$529.75 to \$530.48, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$531.43 to \$532.42, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$532.71 to \$533.68, inclusive.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$533.71 to \$534.66, inclusive.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$534.73 to \$535.60, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$535.74 to \$536.56, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$536.75 to \$537.72, 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 footnotes (2) through (10) herein.
11. This stock option is fully vested.

Remarks:

/s/ John P. Kelleher, attorney-in-fact

06/15/2021

** Signature of Reporting Person

Date

* 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.