

**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

1. Name and Address of Reporting Person* <b>SKOK DAVID R</b> _____ (Last) (First) (Middle) <b>C/O MATRIX PARTNERS,</b> <b>101 MAIN STREET, 17TH FLOOR</b> _____ (Street) <b>CAMBRIDGE MA 02142</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>HUBSPOT INC [ HUBS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>10/15/2014</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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	10/15/2014		C		4,328,135	A	(2)	4,338,979	I	See Footnote <sup>(1)</sup>	

**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 B Convertible Preferred Stock	(2)	10/15/2014		C			9,043,189	(2)	(2)	Common Stock	3,014,396	(2)	0	I	See Footnote <sup>(1)</sup>
Series C Convertible Preferred Stock	(2)	10/15/2014		C			3,006,313	(2)	(2)	Common Stock	1,002,104	(2)	0	I	See Footnote <sup>(1)</sup>
Series D Convertible Preferred Stock	(2)	10/15/2014		C			708,623	(2)	(2)	Common Stock	236,207	(2)	0	I	See Footnote <sup>(1)</sup>
Series E Convertible Preferred Stock	(2)	10/15/2014		C			219,139	(2)	(2)	Common Stock	73,046	(2)	0	I	See Footnote <sup>(1)</sup>
Series B Convertible Preferred Stock	(2)	10/15/2014		C			4,983	(2)	(2)	Common Stock	1,661	(2)	0	I	See Footnote <sup>(1)</sup>
Series C Convertible Preferred Stock	(2)	10/15/2014		C			1,653	(2)	(2)	Common Stock	551	(2)	0	I	See Footnote <sup>(1)</sup>
Series D Convertible Preferred Stock	(2)	10/15/2014		C			390	(2)	(2)	Common Stock	130	(2)	0	I	See Footnote <sup>(1)</sup>
Series E Convertible Preferred Stock	(2)	10/15/2014		C			120	(2)	(2)	Common Stock	40	(2)	0	I	See Footnote <sup>(1)</sup>

**Explanation of Responses:**

- Mr. Skok is a Managing Member of Matrix VIII U.S. Management Co., L.L.C., which is the general partner of Matrix Partners VIII, L.P. Mr. Skok, by virtue of his management position in Matrix VIII U.S. Management Co., L.L.C., has sole voting and dispositive power with respect to these shares. Mr. Skok disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- Each share of Series 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 has no expiration date.

**Remarks:**

/s/ John Kelleher, attorney-in-fact 10/15/2014

\*\* 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.

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