

Kelleher John P.
Form 4
August 22, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelleher John P.

(Last) (First) (Middle)

C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUBSPOT INC [HUBS]

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/21/2018 | | M ⁽¹⁾ | | 310 A \$ 34.76 | 40,548 | D |
| Common Stock | 08/21/2018 | | M ⁽¹⁾ | | 1,620 A \$ 40.59 | 42,168 | D |
| Common Stock | 08/21/2018 | | M ⁽¹⁾ | | 1,885 A \$ 52.8 | 44,053 | D |
| Common Stock | 08/21/2018 | | S ⁽¹⁾ | | 3,815 D \$ 130 | 40,238 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 34.76 | 08/21/2018 | | M ⁽¹⁾ | 310 | ⁽²⁾ 02/10/2025 | Common Stock | 310 |
| Employee Stock Option (right to buy) | \$ 40.59 | 08/21/2018 | | M ⁽¹⁾ | 1,620 | ⁽³⁾ 01/29/2026 | Common Stock | 1,620 |
| Employee Stock Option (right to buy) | \$ 52.8 | 08/21/2018 | | M ⁽¹⁾ | 1,885 | ⁽⁴⁾ 02/01/2027 | Common Stock | 1,885 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelleher John P. C/O HUBSPOT, INC. 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141 | | | General Counsel | |

Signatures

/s/ John P.
Kelleher

08/22/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This transaction was 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 11,667 shares underlying the option vests over four years beginning on January 1, 2016 at a rate of 25% after 12 months and in 36 equal monthly installments thereafter.
 - (3) The original stock option grant of 12,106 shares underlying the option vests over four (4) years beginning on January 1, 2017 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
 - (4) The original stock option grant of 9,530 shares underlying the option vests over four (4) years beginning on January 1, 2018 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.