

HUBSPOT INC
Form SC 13G/A
February 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

HubSpot, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

443573100

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General Catalyst Group V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GC Entrepreneurs Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General Catalyst Partners V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General Catalyst GP V, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Joel E. Cutler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
 EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David P. Fialkow

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
 EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David J. Orfao

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,089,399 shares**
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER

WITH:

3,089,399 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,089,399 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.06%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 443573100

13G

Page 9 of 17

Item 1(a). Name of Issuer:

HubSpot, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:25 First Street, 2nd Floor, Cambridge, MA 02141.**Item 2(a). Names of Persons Filing:**

This joint statement on Schedule 13G is being filed by General Catalyst Group V, L.P., a Delaware limited partnership (GC V), GC Entrepreneurs Fund V, L.P., a Delaware limited partnership (E Fund V), General Catalyst Partners V, L.P., a Delaware limited partnership (GC V GPLP), General Catalyst GP V, LLC, a Delaware limited liability company (GC V GPLLC) and the Managers (as defined below), who are collectively referred to herein as the Reporting Persons. GC V GPLP is the sole general partner of GC V and E Fund V. GC V GPLLC is the sole general partner of GC V GPLP. Joel E. Cutler, David P. Fialkow and David J. Orfao (collectively, the Managers) are Managing Directors of GC V GPLLC. The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is filed with this Schedule 13G as Exhibit 1 (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) under the Act.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of all Reporting Persons is 20 University Road, 4th Floor, Cambridge, MA 02138.

Item 2(c). Citizenship:

Each of GC V, E Fund V and GC V GPLP is a limited partnership organized under the laws of the State of Delaware. GC V GPLLC is a limited liability company organized under the laws of the State of Delaware. Each of the Managers is a U.S. citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share (Common Shares).

Item 2(e). CUSIP Number:

443573100.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

- (a) Amount Beneficially Owned: GC V is the record owner of 3,026,231 Common Shares and E Fund V is the record owner of 63,168 Common Shares (the Record Shares). GC V and E Fund V have generally agreed to sell securities at the same time and each may be deemed to own beneficially the Record Shares held by the other. As the sole general partner of GC V and E Fund V, GC V GPLP may be deemed to own beneficially the Record Shares. As the sole general partner of GC V GPLP, GC V GPLLC may also be deemed to own beneficially the Record Shares. Each Manager is a Managing Director of GC V GPLLC and may also be deemed to own beneficially the Record Shares.
- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on 34,096,619 Common Shares reported to be outstanding by the Issuer as of October 30, 2015 on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
 - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
 - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such Common Shares except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 2 for Members of the Group.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This statement on Schedule 13G is not filed pursuant to §240.13d-1(b) or §240.13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 Agreement regarding joint filing of Schedule 13G.

Exhibit 2 Members of the Group.

Exhibit 3 Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 10, 2016

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

By: *

William J. Fitzgerald
Member and Chief Operating
Officer

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

By: *

William J. Fitzgerald
Member and Chief Operating
Officer

GENERAL CATALYST PARTNERS V, L.P.

By: GENERAL CATALYST GP V, LLC
its General Partner

By: *

William J. Fitzgerald
Member and Chief Operating
Officer

CUSIP No. 443573100

13G

Page 13 of 17

GENERAL CATALYST GP V, LLC

By: *
William J. Fitzgerald
Member and Chief Operating Officer

By: *
Joel E. Cutler

By: *
David P. Fialkow

By: *
David J. Orfao

*By: /s/ Christopher McCain
Christopher McCain
As attorney-in-fact

This Schedule 13G was executed by Christopher McCain on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 3.