

HUBSPOT INC
Form 4
September 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
Bishop Stacey

(Last) (First) (Middle)

C/O SCALE VENTURE PARTNERS III, L.P., 950 TOWER LANE, SUITE 700

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----------------|---|--|---|---|------------------|
| | | | | Code | V | Amount or Price | | | | | |
| Common Stock | 09/08/2015 | | S | | | 10,785 | D | \$ 46.1098 (1) | 528,263 | I | See footnote (2) |
| Common Stock | 09/08/2015 | | S | | | 14,560 | D | \$ 46.8013 (3) | 513,703 | I | See footnote (2) |
| Common Stock | 09/09/2015 | | S | | | 18,875 | D | \$ 46.4725 (4) | 494,828 | I | See footnote (2) |
| Common | 09/10/2015 | | S | | | 26,177 | D | \$ | 468,651 | I | See |

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| | | | | | | | | |
|--------------|------------|--|---|-------|--------|-----------|---------|------------------|
| Stock | | | | | 46,616 | | | footnote (2) |
| | | | | | (5) | | | (2) |
| Common Stock | 09/10/2015 | | S | 1,800 | D | \$ 47.175 | 466,851 | I |
| | | | | | | (6) | | See footnote (2) |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bishop Stacey
C/O SCALE VENTURE PARTNERS III, L.P.
950 TOWER LANE, SUITE 700
FOSTER CITY, CA 94404

X

Signatures

/s/ Stacey Bishop 09/10/2015

**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) The shares were sold at prices ranging from \$45.55 to \$46.53. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price

(2) The shares are owned of record by Scale Venture Partners III, L.P. Stacy Bishop is a managing member of Scale Venture Management III, L.L.C., the ultimate general partner of Scale Venture Partners III, L.P., and may be deemed to have shared voting and dispositive power over the shares held by Scale Venture Partners III, L.P. The Reporting Person disclaims beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) The shares were sold at prices ranging from \$46.56 to \$46.99. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The shares were sold at prices ranging from \$46.08 to \$46.80. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The shares were sold at prices ranging from \$46.11 to \$47.05. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The shares were sold at prices ranging from \$47.12 to \$47.26. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price

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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