

HUBSPOT INC
Form 3
October 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Halligan Brian | | (Month/Day/Year) | HUBSPOT INC [HUBS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/08/2014 | | |
| C/O HUBSPOT, INC., 25 FIRST STREET,,Â 2ND FLOOR | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| CAMBRIDGE,Â MAÂ 02141 | | | See Remarks | |
| (City) | (State) | (Zip) | 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 971,921 ⁽¹⁾ | D | Â |
| Common Stock | 40,000 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (Right to Buy) | Â (3) | 03/09/2020 | Common Stock | 150,398 | \$ 1.53 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 05/08/2022 | Common Stock | 133,333 | \$ 5.76 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 05/08/2022 | Common Stock | 133,333 | \$ 5.76 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 01/29/2024 | Common Stock | 15,000 | \$ 16.14 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Halligan Brian C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141 | Â X | Â | Â See Remarks | Â |

Signatures

/s/ John Kelleher,
attorney-in-fact

10/08/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares were issued pursuant to a Restricted Stock Agreement on June 7, 2007 and are fully vested.
These shares were acquired pursuant to a restricted stock unit award under the Company's 2007 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The restricted stock units vest over four (4) years beginning on January 1, 2014, at a rate of twenty-five percent (25%) after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (2) This stock option vests over four (4) years beginning on March 9, 2010, at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.
- (3) This stock option vests over four (4) years beginning on April 1, 2012, at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.
- (4) This stock option vests over five (5) years beginning on April 1, 2012, at a rate of twenty-five percent (25%) after 24 months, and in thirty-six (36) equal monthly installments thereafter.
- (5) This stock option vests over four (4) years beginning on January 1, 2014, at a rate of twenty-five percent (25%) after 12 months, and in thirty-six (36) equal monthly installments thereafter.

Â

Remarks:

Chief Executive Officer and Chairman
Exhibit 24.1: Limited Power of Attorney

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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