

General Catalyst Group V LP
 Form 4
 October 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
 General Catalyst GP V, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/15/2014

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

C/O GENERAL CATALYST PARTNERS,, 20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

CAMBRIDGE, MA 02138

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 10/15/2014 | | C | 6,839,009 A | (3) 6,865,329 | I | See footnotes (1) (2) |

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

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SEC 1474 (9-02)

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

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| 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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (3) | 10/15/2014 | | C | 9,456,407 | (3) | (3) | Common Stock | 3,152, |
| Series B Convertible Preferred Stock | (3) | 10/15/2014 | | C | 5,148,679 | (3) | (3) | Common Stock | 1,716, |
| Series C Convertible Preferred Stock | (3) | 10/15/2014 | | C | 4,855,307 | (3) | (3) | Common Stock | 1,618, |
| Series D Convertible Preferred Stock | (3) | 10/15/2014 | | C | 710,186 | (3) | (3) | Common Stock | 236,7 |
| Series E Convertible Preferred Stock | (3) | 10/15/2014 | | C | 346,459 | (3) | (3) | Common Stock | 115,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| General Catalyst GP V, LLC C/O GENERAL CATALYST PARTNERS, 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | | X | | |
| Fialkow David P C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | | X | | |
| Orfao David J C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | | X | | |

| | |
|----------------------------------------------------------------------------------------------------------------------------|---|
| Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | X |
| General Catalyst Partners V, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | X |
| GC Entrepreneurs Fund V, LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | X |
| General Catalyst Group V LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | X |

Signatures

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Christopher McCain, attorney-in-fact for David Fialkow | 10/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Christopher McCain, attorney-in-fact for David Orfao | 10/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Christopher McCain, attorney-in-fact for Joel Cutler | 10/15/2014 |
| __Signature of Reporting Person | Date |
| GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel | 10/15/2014 |
| __Signature of Reporting Person | Date |
| GENERAL CATALYST PARTNERS V, L.P., By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel | 10/15/2014 |
| __Signature of Reporting Person | Date |
| 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, /s/ Christopher McCain, General Counsel | 10/15/2014 |
| __Signature of Reporting Person | Date |
| 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, /s/ Christopher McCain, General Counsel | 10/15/2014 |
| __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).

The shares are held by GC Entrepreneurs Fund V, L.P. ("GC EF V") and General Catalyst Group V, L.P. ("GCG V"). General Catalyst GP V, LLC ("GC V LLC") is the general partner of General Catalyst Partners V, L.P. ("GC V LP"), which is the general partner of GC EF V and GCG V. Each of GC V LLC and GC V LP disclaims beneficial ownership of the shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of its pecuniary interest, if any, in the shares. Each of David Fialkow, David Orfao, and Joel Cutler is a Managing Director of GC V LLC and may be deemed to share voting and dispositive power of the shares held by the funds. Each of the Managing Directors disclaims beneficial ownership of such shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the shares.

- (1) Each of GC EF V and GCG V are the record holders of 140,373 and 6,724,956 shares, respectively.
- (2) Each share of Series A, 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 had no expiration date.
- (3) Each of GC EF V and GC Group V were the record holders of 193,353 and 9,263,054 shares of Series A Convertible Preferred Stock, respectively.
- (4) Each of GC EF V and GC Group V were the record holders of 105,275 and 5,043,404 shares of Series B Convertible Preferred Stock, respectively.
- (5) Each of GC EF V and GC Group V were the record holders of 99,276 and 4,756,031 shares of Series C Convertible Preferred Stock, respectively.
- (6) Each of GC EF V and GC Group V were the record holders of 14,521 and 695,665 shares of Series D Convertible Preferred Stock, respectively.
- (7) Each of GC EF V and GC Group V were the record holders of 7,084 and 339,375 shares of Series E Convertible Preferred Stock, respectively.
- (8)

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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