

HUBSPOT INC

Form 4

October 15, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SC US (TTGP), LTD.

(Last) (First) (Middle)

C/O SEQUOIA CAPITAL,, 3000
SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HUBSPOT INC [HUBS]

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

10/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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	(A) or (D)	Price		
Common Stock	10/15/2014		C		1,998,851	A	<u>(2)</u> 2,492,568	I	By Sequoia Capital U.S. Growth Fund IV, L.P. <u>(1)</u>
Common Stock	10/15/2014		C		88,066	A	<u>(2)</u> 109,818	I	By Sequoia Capital USGF Principals

Fund IV,
L.P. ⁽¹⁾

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2)	10/15/2014		C	1,259,245	(2)	(2)	Common Stock	419,7
Series A Convertible Preferred Stock	(2)	10/15/2014		C	55,481	(2)	(2)	Common Stock	18,4
Series D Convertible Preferred Stock	(2)	10/15/2014		C	4,611,039	(2)	(2)	Common Stock	1,537,
Series D Convertible Preferred Stock	(2)	10/15/2014		C	203,159	(2)	(2)	Common Stock	67,7

Series E Convertible Preferred Stock	<u>(2)</u>	10/15/2014	C	126,272	<u>(2)</u>	<u>(2)</u>	Common Stock	42,000
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Series E Convertible Preferred Stock	<u>(2)</u>	10/15/2014	C	5,563	<u>(2)</u>	<u>(2)</u>	Common Stock	1,85
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC US (TTGP), LTD. C/O SEQUOIA CAPITAL, 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SCGF IV MANAGEMENT LP C/O SEQUOIA CAPITAL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL US GROWTH FUND IV LP C/O SEQUOIA CAPITAL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP C/O SEQUOIA CAPITAL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD.

10/15/2014

Signature of Reporting Person

Date _____

/s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P.

10/15/2014

****Signature of Reporting Person**

Date _____

/s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia

10/15/2014

Capital U.S. Growth Fund IV, L.P.

__Signature of Reporting Person

Date

/s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund IV, L.P.

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).

SC US (TTGP), Ltd. ("SC US TTGP") is the sole general partner of SCGF IV Management, L.P. ("SCGF IV Management"), which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. As a result, each of SC US TTGP and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by

(1) Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(2) Each share of Series A, D and E Convertible Preferred Stock automatically converted into 0.333 of a share of Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

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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