

Kinzer John
Form 4
February 16, 2018

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 *
Kinzer John

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)
C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Street)
CAMBRIDGE, MA 02141

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2018 | | M ⁽¹⁾ | | 15,000 A \$ 14.4 | D | |
| Common Stock | 02/14/2018 | | S ⁽¹⁾ | | 2,595 D \$ 101.15 | D | |
| Common Stock | 02/14/2018 | | S ⁽¹⁾ | | 5,305 D \$ 100.29 | D | |
| Common Stock | 02/14/2018 | | S ⁽¹⁾ | | 1,200 D \$ 99.31 | D | |
| | 02/14/2018 | | S ⁽¹⁾ | | 1,300 D | D | |

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| | | | | | | | | |
|--------------|------------|--|------|-------|---|-----------------|--------|---|
| Common Stock | | | | | | \$ 98.18 (5) | | |
| Common Stock | 02/14/2018 | | S(1) | 2,300 | D | \$ 96.99 (6) | 71,033 | D |
| Common Stock | 02/14/2018 | | S(1) | 2,300 | D | \$ 96.09 (7) | 68,733 | D |
| Common Stock | 02/15/2018 | | M | 417 | D | \$ 34.76 | 69,150 | D |
| Common Stock | 02/15/2018 | | M | 322 | D | \$ 40.59 | 69,472 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 14.4 | 02/14/2018 | | M(1) | 15,000 | (8) | 10/24/2023 | Common Stock | 15,000 |
| Employee Stock Option (right to buy) | \$ 34.76 | 02/15/2018 | | M | 417 | (9) | 02/10/2025 | Common Stock | 417 |
| Employee Stock Option (right to buy) | \$ 40.59 | 02/15/2018 | | M | 322 | (10) | 01/29/2026 | Common Stock | 322 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kinzer John C/O HUBSPOT, INC. 25 FIRST STREET, 2ND FLOOR CAMBRIDGE, MA 02141 | | | Chief Financial Officer | |

Signatures

/s/ John Kelleher,
attorney-in-fact

02/16/2018

__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) This transaction was effected pursuant to a written trading plan adopted by the Reporting Person in accordance with Rule 10b5-1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.75 to \$101.70, inclusive. The reporting person undertakes to provide to HubSpot, Inc., any security holder of HubSpot, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) - (7) herein.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.75 to \$100.68, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.95 to \$99.60, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.75 to \$98.55, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.60 to \$97.50, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.75 to \$96.45, inclusive.
- (7) The original stock option grant of 100,000 shares underlying the option vests over four (4) years beginning on November 4, 2013 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (8) The original stock option grant of 10,000 shares underlying the option vests over four (4) years beginning on January 1, 2016 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (9) The original stock option grant of 22,781 shares underlying the option vests over four (4) years beginning on January 1, 2017 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.