

Kinzer John
Form 4
April 17, 2018

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 *
Kinzer John

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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

HUBSPOT INC [HUBS]

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

04/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	04/16/2018		M ⁽¹⁾	4,516 A	\$ 34.76 72,505	D	
Common Stock	04/16/2018		M ⁽¹⁾	11,542 A	\$ 40.59 84,047	D	
Common Stock	04/16/2018		M ⁽¹⁾	3,942 A	\$ 52.8 87,989	D	
Common Stock	04/16/2018		S ⁽¹⁾	6,824 D	\$ 109.53 81,165	D	
Common Stock	04/16/2018		S ⁽¹⁾	6,392 D	\$ 110.43 74,773	D	

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Common Stock	04/16/2018	S ⁽¹⁾	5,200	D	(3)		
					\$	111.26	69,573
Common Stock	04/16/2018	S ⁽¹⁾	1,584	D	(4)		
					\$	112.21	67,989

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)

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 34.76	04/16/2018		M ⁽¹⁾		4,516		⁽⁶⁾	02/10/2025	Common Stock	4,516
Employee Stock Option (right to buy)	\$ 40.59	04/16/2018		M ⁽¹⁾		11,542		⁽⁷⁾	01/29/2026	Common Stock	11,542
Employee Stock Option (right to buy)	\$ 52.8	04/16/2018		M ⁽¹⁾		3,942		⁽⁸⁾	02/01/2027	Common Stock	3,942

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

04/17/2018

__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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.95 to \$109.90, inclusive.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.95 to \$110.90, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.95 to \$111.90, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.95 to \$112.63, 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) - (5).

(6) The original stock option grant of 10,000 shares underlying the option vests over four (4) years beginning on January 1, 2015 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.

(7) The original stock option grant of 22,781 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.

(8) The original stock option grant of 21,949 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.

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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