

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)

<p>1. Name and Address of Reporting Person *</p> <p>SKOK DAVID R</p> <p>(Last) (First) (Middle)</p> <p>C/O MATRIX PARTNERS,, 101 MAIN STREET, 17TH FLOOR</p> <p>(Street)</p> <p>CAMBRIDGE, MA 02142</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HUBSPOT INC [HUBS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	10,838	I	By Matrix Partners VIII, L.P. ⁽¹⁾
Common Stock	6	I	By Matrix VIII U.S. Management Co., L.L.C. ⁽¹⁾

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)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	3,014,396 (3)	\$ (2)	I	By Matrix Partners VIII, L.P. (1)
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,002,104 (3)	\$ (2)	I	By Matrix Partners VIII, L.P. (1)
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	236,207 (3)	\$ (2)	I	By Matrix Partners VIII, L.P. (1)
Series E Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	73,046 (3)	\$ (2)	I	By Matrix Partners VIII, L.P. (1)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,661 (3)	\$ (2)	I	By Matrix VIII U.S. Management Co., L.L.C. (1)
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	551 (3)	\$ (2)	I	By Matrix VIII U.S. Management Co., L.L.C. (1)
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	130 (3)	\$ (2)	I	By Matrix VIII U.S. Management Co., L.L.C.
Series E Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	40 (3)	\$ (2)	I	By Matrix VIII U.S. Management Co., L.L.C. (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKOK DAVID R C/O MATRIX PARTNERS, 101 MAIN STREET, 17TH FLOOR CAMBRIDGE, MA 02142	Â X	Â X	Â	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).

Mr. Skok is a Managing Member of Matrix VIII U.S. Management Co., L.L.C., which is the general partner of Matrix Partners VIII, L.P.

- (1) Mr. Skok, by virtue of his management position in Matrix VIII U.S. Management Co., L.L.C., has sole voting and dispositive power with respect to these shares. Mr. Skok disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2) The Series B, C, D and E Preferred Stock are each convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
- (3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.

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Remarks:

ExhibitÂ 24.1:Â LimitedÂ PowerÂ ofÂ 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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