

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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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

(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)
02/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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