

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SC US (TTGP), LTD.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/08/2014	3. Issuer Name and Ticker or Trading Symbol <u>HUBSPOT INC [HUBS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle) <u>C/O SEQUOIA CAPITAL,</u> <u>3000 SAND HILL ROAD, 4-250</u>			
(Street) <u>MENLO PARK</u> <u>CA</u> <u>94025</u>			
(City) (State) (Zip)			

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	493,717	I	By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽¹⁾
Common Stock	21,752	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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: 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 A Convertible Preferred Stock	(2)	(2)	Common Stock	419,748 ⁽³⁾	(2)	I	By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽¹⁾
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	18,493 ⁽³⁾	(2)	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(2)	(2)	Common Stock	1,537,013 ⁽³⁾	(2)	I	By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽¹⁾
Series D Convertible Preferred Stock	(2)	(2)	Common Stock	67,719 ⁽³⁾	(2)	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(2)	(2)	Common Stock	42,090 ⁽³⁾	(2)	I	By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽¹⁾
Series E Convertible Preferred Stock	(2)	(2)	Common Stock	1,854 ⁽³⁾	(2)	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾

1. Name and Address of Reporting Person* <u>SC US (TTGP), LTD.</u>
(Last) (First) (Middle) <u>C/O SEQUOIA CAPITAL,</u> <u>3000 SAND HILL ROAD, 4-250</u>
(Street) <u>MENLO PARK</u> <u>CA</u> <u>94025</u>

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
SCGF IV MANAGEMENT LP		
(Last)	(First)	(Middle)
C/O SEQUOIA CAPITAL		
3000 SAND HILL ROAD, 4-250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
SEQUOIA CAPITAL US GROWTH FUND IV LP		
(Last)	(First)	(Middle)
C/O SEQUOIA CAPITAL		
3000 SAND HILL ROAD, 4-250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP		
(Last)	(First)	(Middle)
C/O SEQUOIA CAPITAL		
3000 SAND HILL ROAD, 4-250		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

1. 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 each 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 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. The Series A, 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.

Remarks:

Exhibit 24.1: Limited Power of Attorney

[/s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US \(TTGP\), LTD.](#) [10/08/2014](#)

[/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.](#) [10/08/2014](#)

[/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 U.S. Growth Fund IV, L.P.](#) [10/08/2014](#)

[/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](#) [10/08/2014](#)

Capital USGF Principals Fund
IV, L.P.

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of John Kelleher and John Kinzer signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of HubSpot, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedule 13D and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney in fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney- in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 6, 2014.

/s/ James J. Goetz

Name: James J. Goetz
Title: Director of SC US (TTGP), LTD.

/s/ James J. Goetz

Name: James J. Goetz
Title: Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P.

/s/ James J. Goetz

Name: James J. Goetz
Title: Director of SC US (TTGP), LTD., the General Partner of SCGF IV

Management, L.P., the General Partner of Sequoia Capital U.S. Growth Fund IV,
L.P.

/s/ James J. Goetz

Name: James J. Goetz

Title: 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.