

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>General Catalyst GP V, LLC</u> (Last) (First) (Middle) C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR (Street) CAMBRIDGE MA 02138 (City) (State) (Zip)	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

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	26,320	I	See Footnote ⁽¹⁾⁽⁹⁾

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
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	3,152,135 ⁽³⁾	(2)	I	See Footnote ⁽⁴⁾⁽⁹⁾
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	1,716,225 ⁽³⁾	(2)	I	See Footnote ⁽⁵⁾⁽⁹⁾
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	1,618,435 ⁽³⁾	(2)	I	See Footnote ⁽⁶⁾⁽⁹⁾
Series D Convertible Preferred Stock	(2)	(2)	Common Stock	236,728 ⁽³⁾	(2)	I	See Footnote ⁽⁷⁾⁽⁹⁾
Series E Convertible Preferred Stock	(2)	(2)	Common Stock	115,486 ⁽³⁾	(2)	I	See Footnote ⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*
General Catalyst GP V, LLC
 (Last) (First) (Middle)
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 (Street)
 CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fialkow David P
 (Last) (First) (Middle)
 C/O GENERAL CATALYST PARTNERS
 20 UNIVERSITY ROAD, 4TH FLOOR
 (Street)
 CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Orfao David J

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cutler Joel E](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Partners V, L.P.](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GC Entrepreneurs Fund V, LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group V LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

Explanation of Responses:

- Each of GC Entrepreneurs Fund V, L.P. ("GC EF V"), and General Catalyst Group V, L.P. ("GCG V") are the record holders of 538 and 25,782 shares of Common Stock, respectively.
- The Series A, 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.
- Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.
- Each of GC EF V and GC Group V are the record holders of 193,353 and 9,263,054 shares of Series A Convertible Preferred Stock, respectively.
- Each of GC EF V and GC Group V are the record holders of 105,275 and 5,043,404 shares of Series B Convertible Preferred Stock, respectively.
- Each of GC EF V and GC Group V are the record holders of 99,276 and 4,756,031 shares of Series C Convertible Preferred Stock, respectively.
- Each of GC EF V and GC Group V are the record holders of 14,521 and 695,665 shares of Series D Convertible Preferred Stock, respectively.
- Each of GC EF V and GC Group V are the record holders of 7,084 and 339,375 shares of Series E Convertible Preferred Stock, respectively.
- General Catalyst GP V, LLC ("GC V LLC") is the general partner of General Catalyst Partners V, L.P. ("GC V LP"), which is the general partner of GC EF V and GCG V. Each of GC V LLC and GC V LP disclaims beneficial ownership of the shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of its pecuniary interest, if any, in the shares. Each of David Fialkow, David Orfao, and Joel Cutler is a Managing Director of GC V LLC and may be deemed to share voting and dispositive power of the shares held by the funds. Each of the Managing Directors disclaims beneficial ownership of such shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the shares.

Remarks:

<u>/s/ Christopher McCain, attorney-in-fact for David Fialkow</u>	<u>10/08/2014</u>
<u>/s/ Christopher McCain, attorney-in-fact for David Orfao</u>	<u>10/08/2014</u>
<u>/s/ Christopher McCain, attorney-in-fact for Joel Cutler</u>	<u>10/08/2014</u>
<u>GENERAL CATALYST GP V, LLC, /s/ Christopher McCain, General Counsel</u>	<u>10/08/2014</u>
<u>GENERAL CATALYST PARTNERS V, L.P., By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel</u>	<u>10/08/2014</u>
<u>GC ENTREPRENEURS FUND V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel</u>	<u>10/08/2014</u>
<u>GENERAL CATALYST GROUP V, L.P., By: General Catalyst Partners V, L.P., Its General Partner, By: General Catalyst GP V, LLC, Its General Partner, /s/ Christopher McCain, General Counsel</u>	<u>10/08/2014</u>

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints William J. Fitzgerald, Christopher McCain and Mark Allen, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect with respect to each undersigned person unless and until six months after such person is both no longer a Managing Director of General Catalyst Partners and no longer serving on the board of directors of any portfolio company of any General Catalyst Partners fund.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7th day of October, 2014.

/s/ Lawrence S. Bohn

Lawrence S. Bohn

/s/ Joel E. Cutler

Joel E. Cutler

/s/ David P. Fialkow

David P. Fialkow

/s/ William J. Fitzgerald

William J. Fitzgerald

/s/ Stephen A. Herrod

Stephen A. Herrod

/s/ David J. Orfao

David J. Orfao

/s/ Neil F. Sequeira

Neil F. Sequeira

/s/ Brian J. Shortsleeve

Brian J. Shortsleeve

/s/ Hemant Taneja

Hemant Taneja

/s/ Adam A. Valkin

Adam A. Valkin