

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>General Catalyst Group V LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUBSPOT INC [HUBS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2015		J ⁽¹⁾		1,008,743	D	\$0	4,707,470	D	
Common Stock	06/02/2015		J ⁽²⁾		21,056	D	\$0	98,261	D	
Common Stock	06/02/2015		J ⁽³⁾		195,355	A	\$0	195,355	D	
Common Stock	06/02/2015		J ⁽⁴⁾		195,355	D	\$0	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>General Catalyst Group V LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GC Entrepreneurs Fund V, LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)
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 01238

(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 01238

(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 01238

(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 01238

(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 01238

(City)

(State)

(Zip)

Explanation of Responses:

1. Effective June 2, 2015, General Catalyst Group V, L.P. ("GCG V"), a venture capital partnership, distributed in-kind, without consideration, a total of 1,008,743 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCG V. General Catalyst GP V, LLC ("GP V LLC") is the general partner of General Catalyst Partners V, L.P. ("GP V LP"), which is the general partner of GCG V. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCG V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

2. Effective June 2, 2015, GC Entrepreneurs Fund V, L.P. ("GCEF V"), a venture capital partnership, distributed in-kind, without consideration, a total of 21,056 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF V. GP V LLC is the general partner of GP V LP, which is the general partner of GCEF V. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GCEF V. Each of GP V LP, GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

3. Shares acquired through a distribution in-kind from GCG V and GCEF V by GP V LP. GP V LLC is the general partner of GP V LP. Each of David Fialkow, David Orfao and Joel Cutler is a Managing Director of GP V LLC and may be deemed to share voting and investment power over the shares held of record by GP V LP. Each of GP V LLC, David Fialkow, David Orfao and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein, if any.

4. Effective June 2, 2015, GP V LP distributed in-kind, without consideration, a total of 195,355 shares of Common Stock of the Issuer to its limited partners.

Remarks:

/s/Christopher McCain on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P., the General Partner for General Catalyst Group V, L.P. and GC Entrepreneurs Fund V, L.P. 06/02/2015

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC, the General Partner for General Catalyst Partners V, L.P. 06/02/2015

/s/ Christopher McCain, on behalf of William J. Fitzgerald, Member, COO and CFO, General Catalyst GP V, LLC 06/02/2015

/s/ Christopher McCain, on behalf of David P. Fialkow 06/02/2015

/s/ Christopher McCain, on behalf of David J. Orfao 06/02/2015

/s/ Christopher McCain, on behalf of Joel E. Cutler 06/02/2015

** 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 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).

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.