

Sherman J Donald  
Form 4  
June 18, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sherman J Donald

(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)

06/15/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President and COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/15/2018                              |                                                             | M <sup>(1)</sup>                     | 25,000                                                                  | A \$ 5.76                                                                                                          | 119,823                                                                 | D                                                                 |
| Common<br>Stock                       | 06/15/2018                              |                                                             | S <sup>(1)</sup>                     | 2,100                                                                   | D \$ 131.1 <sup>(2)</sup>                                                                                          | 117,723                                                                 | D                                                                 |
| Common<br>Stock                       | 06/15/2018                              |                                                             | S <sup>(1)</sup>                     | 1,400                                                                   | D \$ 132.23 <sup>(3)</sup>                                                                                         | 116,323                                                                 | D                                                                 |
| Common<br>Stock                       | 06/15/2018                              |                                                             | S <sup>(1)</sup>                     | 4,091                                                                   | D \$ 133.5 <sup>(4)</sup>                                                                                          | 112,232                                                                 | D                                                                 |
| Common<br>Stock                       | 06/15/2018                              |                                                             | S <sup>(1)</sup>                     | 6,318                                                                   | D \$ 134.62                                                                                                        | 105,914                                                                 | D                                                                 |

# Edgar Filing: Sherman J Donald - Form 4

|                 |            |                  |       |   |                     |        |   |
|-----------------|------------|------------------|-------|---|---------------------|--------|---|
| Common<br>Stock | 06/15/2018 | S <sup>(1)</sup> | 7,400 | D | (5)<br>\$<br>135.56 | 98,514 | D |
|                 |            |                  |       |   | (6)<br>\$<br>136.22 |        |   |
| Common<br>Stock | 06/15/2018 | S <sup>(1)</sup> | 3,691 | D | (7)<br>\$<br>136.22 | 94,823 | D |
|                 |            |                  |       |   | (7)<br>\$<br>136.22 |        |   |

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 5.76                                                               | 06/15/2018                              |                                                             | M <sup>(1)</sup>                        |                                                                                                              | 25,000                                                         |     | <sup>(8)</sup>                                                      | 05/08/2022         | Common<br>Stock | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                      |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer              | Other |
| Sherman J Donald<br>C/O HUBSPOT, INC.<br>25 FIRST STREET, 2ND FLOOR<br>CAMBRIDGE, MA 02141 |               |           | President<br>and COO |       |

## Signatures

/s/ John P. Kelleher,  
attorney-in-fact

06/18/2018

\*\*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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.65 to \$131.40, inclusive.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.00 to \$132.70, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.03 to \$134.00, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.03 to \$135.00, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.05 to \$136.00, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.05 to \$136.55, 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) through (7) herein.

(8) The original stock option grant of 532,666 shares underlying the option vests over four (4) years beginning on March 1, 2012 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.

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.