

HUBSPOT INC
Form SC 13G/A
February 08, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No. 1)*

Hubspot, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

443573100

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP No: 443573100

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1 NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Matrix Partners VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,011,347²
6 SHARED VOTING POWER

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,011,347²
8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,011,347²

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.9%³

12 TYPE OF REPORTING PERSON*

PN

¹ This Schedule 13G is filed by Matrix Partners VIII, L.P. (Matrix VIII); Matrix VIII US Management Co., L.L.C. (Matrix VIII US MC), the general partner of Matrix VIII; and David Skok (Mr. Skok), Managing Member of Matrix VIII US MC (collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

² Represents 2,011,347 shares held by Matrix VIII (the Matrix VIII Shares). Matrix VIII US MC is the general partner of Matrix VIII, and Mr. Skok is a managing member of Matrix VIII US MC. Mr. Skok has sole voting and dispositive power with respect to the Matrix VIII Shares and the Matrix VIII US MC Shares. The Reporting Persons disclaim beneficial ownership of the Matrix VIII Shares and the Matrix VIII US MC Shares, except to the extent of their respective pecuniary interests therein.

³ This percentage is calculated based upon 34,096,619 shares of the Issuer s common stock outstanding as of October 31, 2015.

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1 NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Matrix VIII US Management Co., L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,013,556⁵
6 SHARED VOTING POWER

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,013,556⁵
8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,013,556⁵
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.9%⁶

12 TYPE OF REPORTING PERSON*

OO

⁴ This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

⁵ Represents the Matrix VIII Shares and 1,109 shares held by Weston & Co. VIII LLC as nominee for Matrix VIII US MC, which is the beneficial owner of such shares and 1,100 shares held by Matrix VIII US MC (the Matrix VIII US MC Shares). Matrix VIII US MC is the general partner of Matrix VIII, and Mr. Skok is a managing member of Matrix VIII US MC. Mr. Skok has sole voting and dispositive power with respect to the Matrix VIII shares and the Matrix VIII US MC Shares. The Reporting Persons disclaim beneficial ownership of the Matrix VIII shares and the Matrix VIII US MC shares, except to the extent of their respective pecuniary interests therein.

⁶ This percentage is calculated based upon 34,096,619 shares of the Issuer's common stock outstanding as of October 31, 2015.

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1 NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David Skok

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,013,956⁸
6 SHARED VOTING POWER

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,013,956⁸
8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,013,956⁸
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.9%⁹

12 TYPE OF REPORTING PERSON*

IN

⁷ This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

⁸ Includes the Matrix VIII Shares, the Matrix VIII US MC Shares and 400 shares held directly by Mr. Skok. Matrix VIII US MC is the general partner of Matrix VIII, and Mr. Skok is a managing member of Matrix VIII US MC. Mr. Skok has sole voting and dispositive power with respect to the Matrix VIII Shares, the Matrix VIII US MC Shares and the shares he holds directly. The Reporting Person disclaims beneficial ownership of the Matrix VIII shares and the Matrix VIII US MC shares, except to the extent of his pecuniary interest therein.

⁹ This percentage is calculated based upon 34,096,619 shares of the Issuer's common stock outstanding as of October 31, 2015.

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ITEM 1(A). NAME OF ISSUER

Hubspot, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

25 First Street, 2nd Floor

Cambridge, MA 02142

ITEM 2(A). NAME OF PERSONS FILING

Matrix Partners VIII, L.P. (Matrix VIII)

Matrix VIII US Management Co., L.L.C. (Matrix VIII US MC)

David Skok (Mr. Skok)

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

c/o Matrix Partners

101 Main Street, 17th Floor

Cambridge, MA 02142

ITEM 2(C). CITIZENSHIP

Matrix VIII: Delaware limited partnership

Matrix VIII US MC: Delaware limited liability company

Mr. Skok: Ireland

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.001 par value per share (the Common Stock)

ITEM 2(E). CUSIP NUMBER

443573100

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

As of December 31, 2015: Matrix VIII was the record holder of 2,011,347 shares of Common Stock (the Matrix VIII Shares), Matrix VIII US MC was the record holder of 2,209 shares of Common Stock (the Matrix VIII US MC Shares); and Mr. Skok was the record holder of 400 shares of Common Stock.

Matrix VIII US MC, as the general partner of Matrix VIII, has sole voting and dispositive power of the Matrix VIII Shares. Mr. Skok, as a managing member of Matrix VIII US MC, as General Partner of Matrix VIII, has sole voting and dispositive power over the Matrix VIII Shares, the Matrix VIII US MC Shares and the shares he holds directly.

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(b) Percent of Class:

Matrix VIII: 5.9%

Matrix VIII US MC: 5.9%

Mr. Skok: 5.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Matrix VIII: 2,011,347

Matrix VIII US MC: 2,013,556

Mr. Skok: 2,013,956

(ii) Shared power to vote or to direct the vote:

Matrix VIII: 0

Matrix VIII US MC: 0

Mr. Skok: 400

(iii) Sole power to dispose or to direct the disposition of:

Matrix VIII: 2,011,347

Matrix VIII US MC: 2,013,556

Mr. Skok: 2,013,956

(iv) Shared power to dispose or to direct the disposition of:

Matrix VIII: 0

Matrix VIII US MC: 0

Mr. Skok: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Each of the Reporting Persons Expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(J).

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2016

MATRIX PARTNERS VIII, L.P.

By: Matrix VIII US Management Co., L.L.C., its General
Partner

By: /s/ David Skok
David Skok, Authorized Member

MATRIX VIII US MANAGEMENT CO.,
L.L.C.

By: /s/ David Skok
David Skok, Authorized Member

/s/ David Skok
David Skok

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EXHIBIT 99.1

JOINT FILING AGREEMENT

The undersigned, being duly authorized thereunder, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Date: February 8, 2016

MATRIX PARTNERS VIII, L.P.

By: Matrix VIII US Management Co., L.L.C., its General
Partner

By: /s/ David Skok
David Skok, Authorized Member

MATRIX VIII US MANAGEMENT CO.,
L.L.C.

By: /s/ David Skok
David Skok, Authorized Member

/s/ David Skok
David Skok