

HUBSPOT INC  
Form SC 13G  
February 20, 2015

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

**SCHEDULE 13G**  
**(Rule 13d-102)**  
**Information Statement Pursuant to Rules 13d-1 and 13d-2**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**HUBSPOT, INC.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value**

**(Title of Class of Securities)**

**443573 100**

**(CUSIP Number)**

**December 31, 2014**

**Date of Event Which Requires Filing of the Statement**

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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).

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CUSIP No. 443573 100

1. Name of reporting person

Dharmesh Shah

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization

United States of America

5. Sole voting power

Number of

shares 2,257,247 <sup>(1)</sup>  
6. Shared voting power

beneficially

owned by 0  
each 7. Sole dispositive power

reporting

person 2,257,247 <sup>(1)</sup>  
8. Shared dispositive power

with

0

9. Aggregate amount beneficially owned by each reporting person

2,257,247 <sup>(1)</sup>

10. Check box if the aggregate amount in Row (9) excludes certain shares

11. Percent of class represented by amount in Row (9)

7.15%<sup>(2)</sup>

12. Type of reporting person

IN

- (1) Consists of (a) 2,105,392 shares held directly by the Reporting Person and (b) 151,855 shares issuable to the Reporting Person upon the exercise of stock options exercisable within 60 days after December 31, 2014.
- (2) The percentage is calculated based on 31,430,769 shares outstanding as of December 31, 2014 as reported by the Issuer to the Reporting Person.

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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, Massachusetts 02141

**Item 2(a)** Name of Person Filing  
Dharmesh Shah

**Item 2(b)** Address of Principal Business Office  
c/o HubSpot, Inc.

25 First Street, 2nd Floor

Cambridge, Massachusetts 02141

**Item 2(c)** Citizenship  
United States of America

**Item 2(d)** Title of Class of Securities  
Common Stock, \$0.001 par value

**Item 2(e)** CUSIP Number  
443573 100

**Item 3** If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**Item 4 Ownership**

(a) Amount beneficially owned:  
2,257,247 <sup>(1)</sup>

(b) Percent of class:  
7.15%<sup>(2)</sup>

- (1) Consists of (a) 2,105,392 shares held directly by the Reporting Person and (b) 151,855 shares issuable to the Reporting Person upon the exercise of stock options exercisable within 60 days after December 31, 2014.
- (2) The percentage is calculated based on 31,430,769 shares outstanding as of December 31, 2014 as reported by the Issuer to the Reporting Person.

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

(i) Sole power to vote or to direct the vote:  
2,257,247 <sup>(1)</sup>

(ii) Shared power to vote or to direct the vote:  
0

(iii) Sole power to dispose or to direct the disposition of:  
2,257,247 <sup>(1)</sup>

(iv) Shared power to dispose or to direct the disposition of:  
0

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following “.”

**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**

Not applicable.

**Item 9 Notice of Dissolution of Group**

Not applicable.

**Item 10 Certification**

Not applicable.

- (1) Consists of (a) 2,105,392 shares held directly by the Reporting Person and (b) 151,855 shares issuable to the Reporting Person upon the exercise of stock options exercisable within 60 days after December 31, 2014.



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**SIGNATURE**

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.

DATED: February 20, 2015

Dharmesh Shah

By:

/s/ John Kelleher, as attorney-in-fact  
John Kelleher, as attorney-in-fact<sup>(1)</sup>

- (1) Signed by John Kelleher as attorney-in-fact for the Reporting Person. The Power of Attorney was previously filed as Exhibit 24.1 to the Form 3 filed by the Reporting Person on October 8, 2014 with respect to the Issuer and is incorporated herein by reference.