

Sherman J Donald
 Form 4
 December 26, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
 12/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/21/2017		M	V	\$ 16.14	75,709	D
Common Stock	12/21/2017		M	V	\$ 34.76	78,006	D
Common Stock	12/21/2017		M	V	\$ 5.76	84,270	D

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

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number.

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.14	12/21/2017		M	1,248	<u>(1)</u> 01/29/2024	Common Stock	1,248
Employee Stock Option (right to buy)	\$ 34.76	12/21/2017		M	2,297	<u>(2)</u> 02/10/2025	Common Stock	2,297
Employee Stock Option (right to buy)	\$ 5.76	12/21/2017		M	6,264	<u>(3)</u> 05/08/2022	Common Stock	6,264

Reporting Owners

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

Signatures

/s/ John Kelleher attorney in fact 12/26/2017

**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) The original stock option grant of 5,000 shares underlying the option vests over four (4) years beginning on January 1, 2014 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (2) The original stock option grant of 16,667 shares underlying the option vests over four (4) years beginning on January 1, 2015 at a rate of 25% after 12 months and in thirty-six (36) equal monthly installments thereafter.
- (3) 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.