Sherman J Donald Form 4 December 26, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Sherman J Donald			2. Issuer Name and Ticker or Trading Symbol HUBSPOT INC [HUBS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	· · · · · · · · · · · · · · · · · · ·		
C/O HUBSPOT, INC., 25 FIRST STREET, 2ND FLOOR		FIRST	(Month/Day/Year) 12/21/2017	Director 10% OwnerX Officer (give title Other (specify below) President and COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CAMBRIDGE	E, MA 0214	1	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)
Common Stock	12/21/2017		Code V M	Amount 1,248	(D)	Price \$ 16.14	75,709	D	
Common Stock	12/21/2017		M	2,297	A	\$ 34.76	78,006	D	
Common Stock	12/21/2017		M	6,264	A	\$ 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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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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	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	(3)	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.			President				
25 FIRST STREET, 2ND FLOOR			and COO				
CAMBRIDGE, MA 02141							

Signatures

/s/ John Kelleher attorney	12/26/2017
in fact	12/20/2017

**Signature of Reporting Person Date

Reporting Owners 2

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.