

HUBSPOT INC
Form 3
October 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SC US (TTGP), LTD.</p> <p>(Last) (First) (Middle)</p> <p>C/O SEQUOIA CAPITAL,Â 3000 SAND HILL ROAD, 4-250</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HUBSPOT INC [HUBS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 493,717 | I | By Sequoia Capital U.S. Growth Fund IV, L.P. <u>(1)</u> |
| Common Stock | 21,752 | I | By Sequoia Capital USGF Principals Fund IV, L.P. <u>(1)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 419,748 (3) | \$ (2) | I | By Sequoia Capital U.S. Growth Fund IV, L.P. (1) |
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 18,493 (3) | \$ (2) | I | By Sequoia Capital USGF Principals Fund IV, L.P. (1) |
| Series D Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,537,013 (3) | \$ (2) | I | By Sequoia Capital U.S. Growth Fund IV, L.P. (1) |
| Series D Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 67,719 (3) | \$ (2) | I | By Sequoia Capital USGF Principals Fund IV, L.P. (1) |
| Series E Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 42,090 (3) | \$ (2) | I | By Sequoia Capital U.S. Growth Fund IV, L.P. (1) |
| Series E Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 1,854 (3) | \$ (2) | I | By Sequoia Capital USGF Principals Fund IV, L.P. (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SC US (TTGP), LTD. C/O SEQUOIA CAPITAL, 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SCGF IV MANAGEMENT LP C/O SEQUOIA CAPITAL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

SEQUOIA CAPITAL US GROWTH FUND IV LP
 C/O SEQUOIA CAPITAL
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP
 C/O SEQUOIA CAPITAL
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

| | |
|---|------------|
| /s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD. | 10/08/2014 |
| **Signature of Reporting Person | Date |
| /s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P. | 10/08/2014 |
| **Signature of Reporting Person | Date |
| /s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital U.S. Growth Fund IV, L.P. | 10/08/2014 |
| **Signature of Reporting Person | Date |
| /s/ John Kelleher, by power of attorney for James J. Goetz, a Director of SC US (TTGP), LTD., the General Partner of SCGF IV Management, L.P., the General Partner of Sequoia Capital USGF Principals Fund IV, L.P. | 10/08/2014 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- SC US (TTGP), Ltd. ("SC US TTGP") is the sole general partner of SCGF IV Management, L.P. ("SCGF IV Management"), which is the sole general partner of each of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. As a result, each of SC US TTGP and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by
- (1) Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (2) The Series A, D and E Preferred Stock are each convertible at any time at the option of the holder, and will automatically convert into shares of Common Stock on a 1-for-3 basis upon the closing of the Issuer's initial public offering. The securities have no expiration date.
 - (3) Represents the number of shares of Common Stock issuable upon conversion of the Preferred Stock on the terms specified in footnote 2.

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Remarks:
 Exhibit 24.1: Limited Power of Attorney

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.