

INSTRUCTURE INC  
Form 4  
February 01, 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 \*  
OpenView Management, LLC

(Last) (First) (Middle)

303 CONGRESS STREET, 7TH FLOOR

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INSTRUCTURE INC [INST]

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2017		J <sup>(1)</sup>		11,741	D	\$ 0	95,928	I	By OpenView Affiliates Fund II, L.P. <sup>(1)</sup>
Common Stock	01/30/2017		J <sup>(2)</sup>		17,691	D	\$ 0	144,540	I	By OpenView Affiliates Fund, L.P. <sup>(2)</sup>
Common Stock	01/30/2017		J <sup>(3)</sup>		238,259	D	\$ 0	1,946,644	I	By OpenView

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Common Stock	01/30/2017	<u>J<sup>(4)</sup></u>	232,309	D	\$ 0	1,898,032	I	Venture Partners II, L.P. <sup>(3)</sup> By OpenView Venture Partners, L.P. <sup>(4)</sup>
Common Stock	01/31/2017	<u>S<sup>(5)</sup></u>	1,174	D	\$ 21.9	94,754	I	By OpenView Affiliates Fund II, L.P. <sup>(5)</sup>
Common Stock	01/31/2017	<u>S<sup>(6)</sup></u>	1,769	D	\$ 21.9	142,771	I	By OpenView Affiliates Fund, L.P. <sup>(6)</sup>
Common Stock	01/31/2017	<u>S<sup>(7)</sup></u>	23,826	D	\$ 21.9	1,922,818	I	By OpenView Venture Partners II, L.P. <sup>(7)</sup>
Common Stock	01/31/2017	<u>S<sup>(8)</sup></u>	23,231	D	\$ 21.9	1,874,801	I	By OpenView Venture Partners, L.P. <sup>(8)</sup>
Common Stock	02/01/2017	<u>S<sup>(9)</sup></u>	235	D	\$ 22	94,519	I	By OpenView Affiliates Fund II, L.P. <sup>(9)</sup>
Common Stock	02/01/2017	<u>S<sup>(10)</sup></u>	354	D	\$ 22	142,417	I	By OpenView Affiliates Fund, L.P. <sup>(10)</sup>
Common Stock	02/01/2017	<u>S<sup>(11)</sup></u>	4,765	D	\$ 22	1,918,053	I	By OpenView Venture Partners II, L.P. <sup>(11)</sup>
Common Stock	02/01/2017	<u>S<sup>(12)</sup></u>	4,646	D	\$ 22	1,870,155	I	By OpenView Venture

Partners,  
L.P. <sup>(12)</sup>

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

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(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OpenView Management, LLC 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW AFFILIATES FUND II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW AFFILIATES FUND LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW VENTURE PARTNERS II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OpenView Venture Partners LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		

Maxwell Scott Marcil  
303 CONGRESS STREET, 7TH FLOOR  
BOSTON, MA 02210

X

## Signatures

Scott M. Maxwell, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__Signature of Reporting Person	Date
OpenView Management, LLC, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__Signature of Reporting Person	Date
OpenView Affiliates Fund II, L.P., By: OpenView General Partner II, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__Signature of Reporting Person	Date
OpenView Affiliates Fund, L.P., By: OpenView General Partner, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__Signature of Reporting Person	Date
OpenView Venture Partners, L.P., By: OpenView General Partner, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__Signature of Reporting Person	Date
OpenView Venture Partners II, L.P., By: OpenView General Partner II, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact	02/01/2017
__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) On January 30, 2017, OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, distributed in-kind, without consideration, 11,741 shares of Common Stock of the Issuer to its partners. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (2) On January 30, 2017, OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, distributed in-kind, without consideration, 17,691 shares of Common Stock of the Issuer to its partners. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (3) On January 30, 2017, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, distributed in-kind, without consideration, 238,259 shares of Common Stock of the Issuer to its partners. OGP II LP is the general partner of OVP II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (4) On January 30, 2017, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, distributed in-kind, without consideration, 232,309 shares of Common Stock of the Issuer to its partners. OGP LP is the general partner of OVP LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable,

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pecuniary interest therein.

- (5) On January 31, 2017 OAF II LP sold 1,174 shares of Common Stock of the Issuer. OGP II LP is the general partner of OAF II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (6) On January 31, 2017 OAF LP sold 1,769 shares of Common Stock of the Issuer. OGP LP is the general partner of OAF LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (7) On January 31, 2017 OVP II LP sold 23,826 shares of Common Stock of the Issuer. OGP II LP is the general partner of OVP II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (8) On January 31, 2017 OVP LP sold 23,231 shares of Common Stock of the Issuer. OGP LP is the general partner of OVP LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (9) On February 1, 2017 OAF II LP sold 235 shares of Common Stock of the Issuer. OGP II LP is the general partner of OAF II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (10) On February 1, 2017 OAF LP sold 354 shares of Common Stock of the Issuer. OGP LP is the general partner of OAF LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (11) On February 1, 2017 OVP II LP sold 4,765 shares of Common Stock of the Issuer. OGP II LP is the general partner of OVP II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
- (12) On February 1, 2017 OVP LP sold 4,646 shares of Common Stock of the Issuer. OGP LP is the general partner of OVP LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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