

INSTRUCTURE INC
Form 4
November 19, 2015

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 *
Insight Venture Partners VIII, L.P.

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2015

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, par value \$0.0001 per share | 11/18/2015 | | C | | 648,434 | A | Ⓣ 805,433 |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | | 167,730 | A | Ⓣ 208,341 |
| | 11/18/2015 | | C | | 23,141 | A | Ⓣ 28,743 |

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| | | | | | | | | | |
|--|------------|--|---|-----------|---|------------|-----------|---|-------------------------|
| Common Stock, par value \$0.0001 per share | | | | | | | | | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 205,663 | A | <u>(1)</u> | 255,458 | D | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 606,225 | A | <u>(1)</u> | 753,005 | D | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 438,744 | A | <u>(1)</u> | 544,972 | D | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 2,089,937 | A | <u>(1)</u> | 2,595,952 | I | See footnote <u>(2)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 11/18/2015 | | C | 66,690 | <u>(1)</u> <u>(1)</u> | Common Stock 66,690 |
| | <u>(1)</u> | 11/18/2015 | | C | 17,250 | <u>(1)</u> <u>(1)</u> | 17,250 |

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| | | | | | | | | | |
|--------------------------|-----|------------|---|-----------|-----|-----|--|--------------|-----------|
| Series A Preferred Stock | | | | | | | | Common Stock | |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 2,380 | (1) | (1) | | Common Stock | 2,380 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 21,152 | (1) | (1) | | Common Stock | 21,152 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 62,348 | (1) | (1) | | Common Stock | 62,348 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 45,123 | (1) | (1) | | Common Stock | 45,123 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 214,943 | (1) | (1) | | Common Stock | 214,943 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 424,612 | (1) | (1) | | Common Stock | 581,744 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 109,835 | (1) | (1) | | Common Stock | 150,480 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 15,154 | (1) | (1) | | Common Stock | 20,761 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 134,674 | (1) | (1) | | Common Stock | 184,511 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 396,973 | (1) | (1) | | Common Stock | 543,877 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 287,302 | (1) | (1) | | Common Stock | 393,621 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 1,368,550 | (1) | (1) | | Common Stock | 1,874,990 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Exhibit List

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

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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