

INSTRUCTURE INC
Form 3
November 12, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 Marcus Adam D.</p> <p>(Last) (First) (Middle)</p> <p>C/O INSTRUMENT, INC.,Â 6330 SOUTH 3000 EAST, SUITE 700</p> <p>(Street)</p> <p>SALT LAKE CITY,Â UTÂ 84121</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>11/12/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INSTRUCTURE INC [INST]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" 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 checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	4,216	I	By OpenView Affiliates Fund II, L.P. (1)
Common Stock	6,353	I	By OpenView Affiliates Fund, L.P. (1)
Common Stock	85,561	I	By OpenView Venture Partners II, L.P. (1)
Common Stock	83,424	I	By OpenView Venture Partners, L.P. (1)

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		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 Preferred Stock	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	3,126	\$ <u>(2)</u>	I	By OpenView Affiliates Fund II, L.P. <u>(1)</u>
Series A Preferred Stock	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	4,710	\$ <u>(2)</u>	I	By OpenView Affiliates Fund, L.P. <u>(1)</u>
Series A Preferred Stock	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	63,433	\$ <u>(2)</u>	I	By OpenView Venture Partners II, L.P. <u>(1)</u>
Series A Preferred Stock	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	61,849	\$ <u>(2)</u>	I	By OpenView Venture Partners, L.P. <u>(1)</u>
Series B Preferred Stock	Â <u>(4)</u>	Â <u>(3)</u>	Common Stock	92,090	\$ <u>(4)</u>	I	By OpenView Affiliates Fund II, L.P. <u>(1)</u>
Series B Preferred Stock	Â <u>(4)</u>	Â <u>(3)</u>	Common Stock	138,752	\$ <u>(4)</u>	I	By OpenView Affiliates Fund, L.P. <u>(1)</u>
Series B Preferred Stock	Â <u>(4)</u>	Â <u>(3)</u>	Common Stock	1,868,694	\$ <u>(4)</u>	I	By OpenView Venture Partners II, L.P. <u>(1)</u>
Series B Preferred Stock	Â <u>(4)</u>	Â <u>(3)</u>	Common Stock	1,822,031	\$ <u>(4)</u>	I	By OpenView Venture Partners, L.P. <u>(1)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(3)</u>	Common Stock	16,880	\$ <u>(5)</u>	I	By OpenView Affiliates Fund II, L.P. <u>(1)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(3)</u>	Common Stock	25,436	\$ <u>(5)</u>	I	By OpenView Affiliates Fund, L.P. <u>(1)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(3)</u>	Common Stock	342,563	\$ <u>(5)</u>	I	By OpenView Venture Partners II, L.P. <u>(1)</u>

Series C Preferred Stock	Â (5)	Â (3)	Common Stock	334,008	\$ (5)	I	By OpenView Venture Partners, L.P. (1)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcus Adam D. C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	Â X	Â X	Â	Â

Signatures

/s/ Matthew A. Kaminer,
Attorney-in-Fact

11/12/2015

**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).

- (1) OpenView Management, LLC is the general partner of the general partner of each of OpenView Affiliates Fund II, L.P., OpenView Affiliates Fund, L.P., OpenView Venture Partners II, L.P. and OpenView Venture Partners, L.P. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities, except to the extent of his pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series A Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (3) Not applicable.
- (4) The Series B Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series B Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (5) The Series C Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series C Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

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.