

Kaminer Matthew
 Form 4
 December 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
Kaminer Matthew

(Last) (First) (Middle)

C/O INSTRUCTURE, INC., 6330
 SOUTH 3000 EAST, SUITE 700

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GC & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/01/2018		M		1,048 A <u>11</u>	23,598 <u>(2)</u>	D
Common Stock	12/01/2018		F		357 D \$ 37.77	23,241	D
Common Stock	12/01/2018		M		759 A <u>11</u>	24,000	D
Common Stock	12/01/2018		F		258 D \$ 37.77	23,742	D
Common Stock	12/01/2018		M		557 A <u>11</u>	24,299	D

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Common Stock	12/01/2018	F	190	D	\$ 37.77	24,109	D	
Common Stock						100	I	By son
Common Stock						751	I	By spouse
Common Stock						100	I	By son

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.

SEC 1474
(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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	12/01/2018		M	1,048	(4)	(4)	Common Stock	1,048
Restricted Stock Units	(3)	12/01/2018		M	759	(5)	(5)	Common Stock	759
Restricted Stock Units	(3)	12/01/2018		M	557	(6)	(6)	Common Stock	557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP, GC & Secretary	

Kaminer Matthew
C/O INSTRUCTURE, INC.
6330 SOUTH 3000 EAST, SUITE 700
SALT LAKE CITY, UT 84121

Signatures

/s/ Matthew A.
Kaminer

12/06/2018

**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) The restricted stock units (the "RSU") convert into Issuer's Common Stock on a one-for-one basis.
- (2) Includes 32 shares acquired under the Issuer's 2015 Employee Stock Purchase Plan on November 30, 2018.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

On February 26, 2016, the Reporting Person was granted an RSU for 16,762 shares of the Issuer's Common Stock. The RSU vests in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the June 1, 2016 and 1/16th of the RSU on each quarterly anniversary of June 1, 2016 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of June 1, 2016.
- (4)

On January 26, 2017, the Reporting Person was granted an RSU for 12,141 shares of the Issuer's Common Stock. The RSU shall vest in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2017 and 1/16th of the RSU on each quarterly anniversary of March 1, 2017 Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of March 1, 2017.
- (5)

On January 23, 2018, the Reporting Person was granted an RSU for 8,910 shares of the Issuer's Common Stock. The RSU shall vest in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2018 and 1/16th of the RSU on each quarterly anniversary of March 1, 2018 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of March 1, 2018.
- (6)

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.