

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
EPIC VENTURE FUND IV, LLC

(Last) (First) (Middle)

C/O EPIC VENTURES, 15 W. SOUTH TEMPLE #500

(Street)

SALT LAKE CITY, UT 84101

(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)
Common Stock	11/18/2015		C	V	2,578,199 A \$ 0 (4) (5) (6) (7) (8)	2,672,811	D (1)
Common Stock	11/18/2015		C	V	319,306 A \$ 0 (4)	572,806	I
	11/18/2015		C	V	1,168,549 A	1,204,460	I

By Epic Expansion Capital Annex, LLC (1)

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Common Stock						\$ 0 (4) (5) (6) (7)			By Zions SBIC LLC (2)
Common Stock	11/18/2015		C	374,999	A	\$ 0 (8)	374,999	I	Epic Expansion Capital, LLC (1)
Common Stock							39,149	I	By Kent I. Madsen (3)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series A Preferred Stock	(4)	11/18/2015		C	319,306	(4) (9)	Common Stock	31	
Series A Preferred Stock	(4)	11/18/2015		C	1,352,194	(4) (9)	Common Stock	1,3	
Series A Preferred Stock	(4)	11/18/2015		C	26,623	(4) (9)	Common Stock	20	
Series B Preferred Stock	(5)	11/18/2015		C	784,314	(5) (9)	Common Stock	78	
Series B Preferred Stock	(5)	11/18/2015		C	784,313	(5) (9)	Common Stock	78	
Series C Preferred Stock	(6)	11/18/2015		C	378,799	(6) (9)	Common Stock	37	

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Series C Preferred Stock	(6)	11/18/2015	C	143,777	(6)	(9)	Common Stock	14
Series D Preferred Stock	(7)	11/18/2015	C	62,892	(7)	(9)	Common Stock	6
Series D Preferred Stock Common Stock	(7)	11/18/2015	C	213,836	(7)	(9)	Common Stock	21
Series E Preferred Stock	(8)	11/18/2015	C	273,710	(8)	(9)	Common Stock	37

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EPIC VENTURE FUND IV, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101		X		
Epic Expansion Capital Annex, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101		X		
ZIONS SBIC LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101		X		
Epic Expansion Capital, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101		X		
MADSEN KENT C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101		X		

Signatures

/s/ Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Venture Fund IV, LLC 11/19/2015

**Signature of Reporting Person

Date

/s/ Kent I. Madsen, Manager of ZWMC, IV, L.L.C., Investment Manager of Zions SBIC LLC 11/19/2015

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<u>Signature of Reporting Person</u>	Date
/s/ Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Expansion Capital Annex, LLC	11/19/2015
<u>Signature of Reporting Person</u>	Date
/s/ Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Expansion Capital, LLC	11/19/2015
<u>Signature of Reporting Person</u>	Date
/s/ Kent I. Madsen, an individual	11/19/2015
<u>Signature of Reporting Person</u>	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) Epic Management Partners, LLC (EMP) is the investment manager of Epic Venture Fund IV, LLC (EVF IV), Epic Expansion Capital Annex, LLC (EECA) and Epic Expansion Capital, LLC (EEC) and has sole voting and investment power with regard to the shares held directly by EVF IV, EECA and EEC. E. Nicholas Efstratis and Kent I. Madsen are the managers of EMP and, therefore, may be deemed to share voting and investment power with regard to the shares held by EVF IV, EECA and EEC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(2) ZWMC IV, L.L.C. (ZWMC) is the investment manager of Zions SBIC LLC (Zions SBIC) and has sole voting and investment power with regard to the shares held directly by Zions SBIC. E. Nicholas Efstratis and Kent I. Madsen are the managers of ZWMC and, therefore, may be deemed to share voting and investment power with regard to the shares held by Zions SBIC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(3) These shares are owned directly by Kent I. Madsen.

(4) The Series A Preferred Stock converted into Common Stock of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.

(5) The Series B Preferred Stock converted into Common Stock of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.

(6) The Series C Preferred Stock converted into Common Stock of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.

(7) The Series D Preferred Stock converted into Common Stock of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.

(8) The Series E Preferred Stock converted into Common Stock of the Issuer on a 1-to-3.700625 basis upon closing of the initial public offering of the Issuer.

(9) Not applicable.

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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