

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 *
Insight Venture Associates VIII, Ltd.

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 1,044,968 A | 1,297,975 | I | See footnote (2) |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 1,044,968 A | 1,297,975 | I | See footnote (2) |
| | 11/18/2015 | | C | 1,044,969 A | 1,297,977 | I | |

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| | | | | | | | | | |
|--|------------|--|---|-----------|---|-----|-----------|------------------------|------------------------|
| Common Stock, par value \$0.0001 per share | | | | | | | | See footnote (2) | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 1,044,969 | A | (1) | 1,297,977 | I | See footnote (2) |

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | (1) | 11/18/2015 | | C | 107,472 | (1) (1) | Common Stock | 107,472 | |
| Series A Preferred Stock | (1) | 11/18/2015 | | C | 107,472 | (1) (1) | Common Stock | 107,472 | |
| Series A Preferred Stock | (1) | 11/18/2015 | | C | 107,471 | (1) (1) | Common Stock | 107,471 | |
| Series A Preferred Stock | (1) | 11/18/2015 | | C | 107,471 | (1) (1) | Common Stock | 107,471 | |
| Series E Preferred Stock | (1) | 11/18/2015 | | C | 684,275 | (1) (1) | Common Stock | 937,496 | |
| Series E Preferred Stock | (1) | 11/18/2015 | | C | 684,275 | (1) (1) | Common Stock | 937,496 | |

| | | | | | | | | |
|--------------------------|-----|------------|---|---------|-----|-----|--------------|---------|
| Series E Preferred Stock | (1) | 11/18/2015 | C | 684,275 | (1) | (1) | Common Stock | 937,498 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 684,275 | (1) | (1) | Common Stock | 937,498 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Insight Venture Associates VIII, Ltd. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | | X | |
| Insight Venture Associates VIII, L.P. 1114 AVENUE OF THE AMERICAS, 36 TH FLOOR NEW YORK, NY 10036 | | | X | |
| Insight Venture Associates Coinvestment III, Ltd. 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | | X | |
| Insight Venture Associates Coinvestment III, L.P. 1114 AVENUE OF THE AMERICAS, 36 TH FLOOR NEW YORK, NY 10036 | | | X | |

Signatures

| | |
|---|------------|
| INSIGHT VENTURE ASSOCIATES VIII, LTD., /s/ Blair Flicker | 11/19/2015 |
| **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) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1
- (4) See Exhibit 99.1

Remarks:

Due to the limitations of the electronic filing system, Insight Venture Partners VIII, L.P., Insight Venture Partners (Cayman) V

Exhibit List:

Exhibit 99.1 - Explanation of Responses
Exhibit 99.2 - Joint Filers' Names and Addresses
Exhibit 99.3 - Joint Filers' Signatures

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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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