

INSTRUCTURE INC
Form S-1/A
November 06, 2015
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As filed with the U.S. Securities and Exchange Commission on November 6, 2015

Registration No. 333-207349

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

Amendment No. 3
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INSTRUCTURE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or other Jurisdiction of Incorporation or Organization)	7372 (Primary Standard Industrial Classification Code Number) 6330 South 3000 East, Suite 700 Salt Lake City, UT 84121	26-3505687 (I.R.S. Employer Identification Number)
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(800) 203-6755

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Joshua L. Coates

Chief Executive Officer

6330 South 3000 East, Suite 700

Salt Lake City, UT 84121

(800) 203-6755

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer " Non-accelerated filer Smaller reporting company "

(Do not check if a smaller reporting company)

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued November 6, 2015

4,400,000 Shares

COMMON STOCK

Instructure, Inc. is offering 4,400,000 shares of its common stock. This is our initial public offering and no public market currently exists for our shares. We anticipate that the initial public offering price of our common stock will be between \$16.00 and \$18.00 per share.

Our common stock has been approved for listing on the New York Stock Exchange under the symbol INST.

We are an emerging growth company as defined under the federal securities laws. Investing in our common stock involves risks. See Risk Factors beginning on page 11.

PRICE \$ A SHARE

	<i>Price to Public</i>	<i>Underwriting Discounts and Commissions⁽¹⁾</i>	<i>Proceeds to Instructure</i>
<i>Per Share</i>	\$	\$	\$
<i>Total</i>	\$	\$	\$

(1) See Underwriters for a description of the compensation payable to the underwriters.

Certain of our directors, executive officers and key employees have indicated an interest in purchasing up to an aggregate of approximately \$3.3 million of shares of our common stock in this offering at the initial public offering price. Because these indications of interest are not binding agreements or commitments to purchase, these parties may elect not to purchase shares in this offering or the underwriters may elect not to sell any shares in this offering to such parties. The underwriters will receive the same discount from any shares of our common stock purchased by these parties as they will from any other shares of our common stock sold to the public in this offering.

We have granted the underwriters the right to purchase up to an additional 660,000 shares of common stock to cover over-allotments.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on _____, 2015.

MORGAN STANLEY

GOLDMAN, SACHS & CO.

JEFFERIES

*NEEDHAM & COMPANY
, 2015*

OPPENHEIMER & CO.

RAYMOND JAMES

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We are responsible for the information contained in this prospectus and in any free writing prospectus we prepare and authorize. Neither we nor any of the underwriters have authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdictions where the offer and sale is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the cover of this prospectus. Our business, financial condition, results of operations and future growth prospects may have changed since that date.

Persons who come into possession of this prospectus and any applicable free writing prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus and any such free writing prospectus applicable to that jurisdiction.

Until _____, 2015 (the 25th day after the date of this prospectus), all dealers that buy, sell or trade shares of our common stock, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to their unsold allotments or subscriptions.

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PROSPECTUS SUMMARY

This summary highlights information contained in other parts of this prospectus. Because it is only a summary, it does not contain all of the information that you should consider before investing in shares of our common stock and it is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this prospectus. You should read the entire prospectus carefully, especially Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes, before deciding to buy shares of our common stock. Unless the context requires otherwise, references in this prospectus to Instructure, the company, we, us and our refer to Instructure, Inc. and its wholly-owned subsidiaries.

INSTRUCTURE, INC.

Mission and Vision

Instructure's mission is to make software that makes people smarter. Our vision is to help organizations everywhere leverage technology to maximize the potential of their people.

Overview

We provide an innovative, cloud-based learning management platform for academic institutions and companies worldwide. We built our learning management applications, Canvas, for the education market, and Bridge, for the corporate market, to enable our customers to easily develop, deliver and manage engaging face-to-face and online learning experiences. Our platform combines powerful, elegant and easy-to-use functionality with the reliability, security, scalability and support required by our customers.

In today's dynamic, knowledge-driven economy, quality education and constant learning are critical to compete and succeed. Academic institutions recognize that for students to reach their maximum potential, they require a learning environment that is interactive and accessible. Similarly, companies need to deliver seamless and easy learning experiences to better attract, develop and retain talent and compete more effectively.

We develop software that millions of students, teachers and employees use to help achieve their education and learning goals. Our applications enhance academic and corporate learning by providing an engaging, easy-to-use platform for instructors and learners, enabling frequent and open interactions, streamlining workflow, and allowing the creation and sharing of content with anytime, anywhere access to information. Our open standards allow for integration with third-party publishers and software providers to deliver additional learning content and applications. Our platform also provides data analytics capabilities enabling real-time reaction to information and benchmarking in order to personalize curricula and increase the efficacy of the learning process.

We offer our platform through a Software-as-a-Service, or SaaS, business model. Customers can rapidly deploy our applications with minimal upfront implementation. Customers also benefit from automatic software updates with virtually no downtime.

We launched Canvas in February 2011 and have experienced rapid customer adoption in the education market. In addition, more than 100 corporate customers have implemented Canvas in order to deliver a more effective, simple way for their employees to learn. To better meet the needs of the corporate market, we leveraged our platform to

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develop Bridge, which launched in February 2015. As of September 30, 2015, we had more than 1,600 customers, representing colleges, universities, K-12 school districts, and companies in more than 25 countries.

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For 2012, 2013 and 2014, revenue was \$8.8 million, \$26.1 million and \$44.4 million, respectively, representing year-over-year growth of 197% and 70%. We have experienced net revenue retention rates of over 100% at each of December 31, 2012, 2013 and 2014. For 2012, 2013 and 2014, our net losses were \$18.5 million, \$22.5 million and \$41.4 million, respectively, as we focused on growing our business. For the nine months ended September 30, 2015, revenue was \$51.4 million and we incurred a net loss of \$40.9 million.

Industry Background

The Markets for Learning are Large, Growing and Highly Strategic

The market for academic and corporate learning management software is estimated to be \$4.1 billion in 2015, and projected to grow to \$7.8 billion in 2018, according to MarketsandMarkets. We attribute the rapid growth of this market, in part, to the migration of instructor-led training to online learning, which we believe will increase the adoption of learning management systems.

Corporate learning management software is part of the broader human capital management market, which also includes the recruiting, workforce management, performance management and compensation management software markets. IDC estimates that these additional markets will be \$5.1 billion in 2015, and projected to grow to \$6.4 billion in 2018. We believe these additional markets may present opportunities for us to develop additional applications on our platform over time.

Consumerization of Technology is Changing How People Interact, Learn, Train and Work

Recent innovations in consumer-oriented technology are changing how people expect to interact, learn, train and work. In particular, the ubiquity of social media and highly intuitive consumer and mobile applications have led instructors, students and employees to expect the same rich functionality, availability and usability from a learning platform.

Strong User Engagement Leads to Robust Data Analytics

A learning management system has the potential to provide significant insight to educators and administrators on their students and employees progress toward meeting learning objectives and the factors impacting performance. High utilization enables the learning management system to capture more data and leads to more insightful analyses on user behavior, quality of individual courses and effectiveness of digital content. Better analytics enables instructors and administrators to make more informed decisions about instruction and materials that in turn drive improved learning outcomes and performance for individuals and companies.

Legacy Learning Management Systems Do Not Meet the Needs of Today's Instructors, Students and Employees

Many traditional learning management systems are based on legacy technology architectures that do not meet the expectations of today's users. We believe legacy learning management systems face the following key challenges:

Poor User Experience. Learning management systems were first introduced over a decade ago. These systems often lack the features and interfaces to deliver a personalized, collaborative, engaging, mobile and

always-on experience that users expect today.

Not Mobile. Legacy learning management systems were not built for mobility and efforts to retrofit for use with mobile devices have often resulted in a poor user experience.

Unreliable with Poor Uptime. Legacy learning management systems were not designed for cloud-based deployment. Traditional on-premise systems require downtime for maintenance, upgrades and unforeseen bug fixes, which can adversely impact instructors and students during critical times.

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Low Utilization. Legacy learning management systems have historically been plagued by user dissatisfaction resulting in low utilization rates. Lack of utilization adversely affects the investments these institutions have made in their learning management systems. 48% of users are looking to leave their current learning management system and move to a new provider, according to the Brandon Hall Group.

Expensive. Legacy learning management systems require substantial upfront and ongoing investments in IT infrastructure to implement and maintain an on-premise solution. Organizations often choose not to deploy software or to delay upgrades to newer versions due to concerns regarding costs, lengthy implementation and customization cycles, and potential business disruptions.

Limited Reach and Complexity of Data Analytics. While legacy learning management systems have historically enabled the capture of data, access has been generally limited to administrators and teachers and not to students. Further, analytics tools currently offered in existing on-premise solutions can be limited in capabilities making it difficult to translate the data into useful actionable information.

Closed Ecosystem. Legacy learning management solutions are often closed systems, which can limit the number of third-party integrations into a platform. Customers are forced to spend time and often money to obtain separate integration contracts with third-party publishers and software providers.

Our Platform

We designed our platform to enable users to teach, learn and collaborate anytime, anywhere, across a wide variety of application environments, operating systems, devices and locations. We believe our platform offers the following key benefits:

Intuitive User Experience. We provide elegant and intuitive user interfaces that leverage familiar, consumer web navigation techniques, such as drag and drop, to make it easy to use our platform. We designed our system from the ground up, with modern, web-based design features, to create a differentiated user experience. We enable seamless collaboration among instructors and learners to share feedback and encourage online discussion forums.

Optimized for Mobile. Our mobile-optimized platform allows users to access their applications anytime and anywhere. We offer a mobile first responsive design to ensure an optimal experience on most devices and, for Canvas, we also have iOS and Android native mobile applications available for free download on both phones and tablets.

High Availability and Uptime. Our software is mission-critical for our users and customers and we focus on maintaining enterprise-grade reliability at all times. Our standard contracts provide for guaranteed 99.9% annual uptime. We achieved 99.9% uptime during 2014 while our customer base grew over 75%.

High Utilization. Over ten million instructors, students and employees have used our software over the 12 months ended September 30, 2015. According to self-reported data in an ECAR 2014 survey, 58% of faculty in higher education use a learning management system to share content with students, while our internal analysis of higher education institutions using Canvas shows that 71% of faculty use Canvas to share content with students.

Native Cloud-based Software. Our cloud-based delivery model enables customers to rapidly deploy our applications to experience immediate benefit. Software updates are implemented regularly and transparently. Our single-instance, multi-tenant architecture is designed to scale to support our rapid growth.

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Open Access to Data Analytics. Our platform provides users with open API access to data analytics. We deliver the analytics in an easy to understand and consumable way, that is optimized for independent analysis. This open visibility allows learners to view their own progress in real-time, educators to adjust programs and personalize curricula for maximum effectiveness and organizations to benchmark user data internally and respond to patterns observed.

Open Platform. We are committed to collaboration and openness. Our open standards allow organizations to easily deliver additional learning content and applications from third-party publishers and software providers through our EduAppCenter.com's growing catalog of approximately 200 integrations or through open APIs.

Our Growth Strategy

We are pursuing the following strategies to grow our business:

Grow our U.S. Customer Base. We believe there is opportunity to substantially expand our base of U.S. academic and corporate customers. K-12 academic institutions have yet to widely adopt learning management systems, while most higher education institutions have adopted legacy systems with which they are often unsatisfied. In the corporate market, there are both greenfield opportunities and opportunities to displace legacy solutions that do not meet customer needs.

Further Maximize our Existing Customer Base. The majority of our academic customers implement Canvas widely within their institutions and across school districts. We plan to increase revenue from this customer base by selling additional applications and services. We plan to further penetrate our existing corporate customer base by growing the number of users on our platform and expanding enterprise wide. We believe our user-based pricing model and innovative applications provide us with a substantial opportunity to increase the value of our existing customer base.

Continue to Expand Internationally. We intend to expand our direct and indirect sales force to further penetrate international markets. We opened our international headquarters in London in June 2014, and for the nine months ended September 30, 2015, international customers accounted for 6% of our revenue.

Continue to Innovate and Offer New Applications. We will continue to make significant investments to further enhance the functionality of our existing applications, expand the number of applications on our extensible learning platform and develop into adjacent markets that will benefit our customers.

Risks Associated with Our Business

Our business is subject to numerous risks and uncertainties including those highlighted in the section titled "Risk Factors" immediately following this prospectus summary. These risks include, among others, the following:

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We have a history of losses and anticipate that we will continue to incur losses for the foreseeable future and may not achieve or maintain profitability in the future.

We have a limited operating history, which makes it difficult to evaluate our prospects and future operating results.

We depend on new customer acquisition and expansion and customer renewals and given our limited operating history, we do not have a long history on which to base forecasts of customer renewal rates or future operating results.

If our efforts to further increase the use and adoption of Canvas do not succeed, or if Bridge does not gain widespread market acceptance, our revenue will be harmed.

We may experience quarterly fluctuations in our operating results due to a number of factors, which makes our future results difficult to predict and could cause our operating results to fall below expectations or our guidance.

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If we fail to manage our growth effectively or our business does not grow as we expect, our operating results may suffer.

We face significant competition from both established and new companies offering learning management systems.

The success of our business depends in part on our ability to protect and enforce our intellectual property rights.

Our executive officers, directors and holders of more than 5% of our outstanding common stock will beneficially own approximately 73.3% of our common stock upon the closing of this offering and will continue to have substantial control over us.

If we are unable to adequately address these and other risks we face, our business, financial condition, operating results and prospects may be adversely affected.

Emerging Growth Company Status

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act, or the JOBS Act, enacted in April 2012, and therefore we intend to take advantage of certain exemptions from various public company reporting requirements, including not being required to have our internal control over financial reporting audited by our independent registered public accounting firm pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and any golden parachute payments not previously approved. We may take advantage of these exemptions for up to five years or until we are no longer an emerging growth company, whichever is earlier.

Corporate Information

We were incorporated in Delaware in September 2008. Our principal executive offices are located at 6330 South 3000 East, Suite 700, Salt Lake City, UT 84121 and our telephone number is (800) 203-6755. Our corporate website address is www.instructure.com. Information contained on or accessible through our website is not a part of this prospectus, and the inclusion of our website address in this prospectus is an inactive textual reference only.

Instructure, Canvas, the Instructure logo, Canvas logo and Bridge logo are trademarks of Instructure, Inc. We do not intend our use or display of other companies' trade names or trademarks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

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THE OFFERING

Common stock offered	4,400,000 shares
Common stock to be outstanding after this offering	26,388,514 shares
Over-allotment option	660,000 shares
Use of proceeds	We estimate that the net proceeds from this offering will be approximately \$66.4 million (or approximately \$76.8 million if the underwriters exercise their over-allotment option in full), based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds to us from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, research and development activities, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds from this offering for acquisitions of, or investments in, technologies, solutions or businesses that complement our business, although we have no present commitments or agreements to enter into any such acquisitions or investments. See Use of Proceeds for additional information.

New York Stock Exchange symbol **INST**

Certain of our directors, executive officers and key employees have indicated an interest in purchasing up to an aggregate of approximately \$3.3 million of shares of our common stock in this offering at the initial public offering price. Because these indications of interest are not binding agreements or commitments to purchase, these parties may elect not to purchase shares in this offering or the underwriters may elect not to sell any shares in this offering to such parties. The underwriters will receive the same discount from any shares of our common stock purchased by these parties as they will from any other shares of our common stock sold to the public in this offering.

The number of shares of common stock to be outstanding after this offering is based on 21,988,514 shares of common stock outstanding as of September 30, 2015, and excludes:

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3,909,871 shares of common stock issuable upon the exercise of outstanding stock options as of September 30, 2015, with a weighted-average exercise price of \$5.95 per share;

103,332 shares of common stock issuable upon the exercise of outstanding warrants as of September 30, 2015, with a weighted-average exercise price of \$2.11 per share;

373,985 shares of common stock reserved for future issuance under our 2010 Equity Incentive Plan as of September 30, 2015, of which stock options to purchase an aggregate of 313,661 shares of common stock were granted subsequent to September 30, 2015, with an exercise price of \$14.25 per share; all

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shares reserved for future issuance and not subject to an outstanding stock option will cease to be available for issuance at the time our 2015 Equity Incentive Plan becomes effective in connection with this offering;

2,000,000 shares of common stock reserved for future issuance under our 2015 Equity Incentive Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this plan, which will become effective upon the execution of the underwriting agreement for this offering; and

333,333 shares of common stock reserved for future issuance under our 2015 Employee Stock Purchase Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this plan, which will become effective upon the execution of the underwriting agreement for this offering.

In addition, unless we specifically state otherwise, all information in this prospectus assumes:

a 1-for-1.5 reverse stock split of our common stock and preferred stock effected on October 30, 2015;

the filing of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws in connection with the closing of this offering;

the conversion of all outstanding shares of our preferred stock into an aggregate of 15,505,330 shares of common stock upon the closing of this offering (assuming a conversion ratio equal to approximately 1.2895 shares of common stock for each share of Series E preferred stock based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus);

no exercise of outstanding stock options or warrants; and

no exercise by the underwriters of their option to purchase up to an additional 660,000 shares of common stock to cover over-allotments.

The number of shares of our common stock to be issued upon the conversion of all outstanding shares of our Series E preferred stock depends in part on the initial public offering price of our common stock. The terms of our Series E preferred stock provide that the ratio at which each share of such series converts into shares of our common stock in connection with this offering will increase if the initial public offering price is below \$21.921 per share, which would result in additional shares of our common stock being issued upon conversion of our Series E preferred stock upon the closing of this offering. Based upon an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, the outstanding shares of our Series E preferred stock will convert into an aggregate of 2,352,938 shares of our common stock upon the closing of this offering. For illustrative purposes only, the table below shows the number of shares of our common stock that would be issuable upon

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conversion of the Series E preferred stock at various initial public offering prices and the resulting total number of outstanding shares of our common stock as a result:

Assumed Initial Public Offering Price (\$)	Approximate Series E Preferred Stock Conversion Ratio (#)	Shares of Common Stock Issuable upon Conversion of Series E Preferred Stock (#)	Total Shares of Common Stock Outstanding After this Offering (#)
\$16.00	1.3701	2,499,997	26,535,573
16.50	1.3285	2,424,239	26,459,815
17.00	1.2895	2,352,938	26,388,514
17.50	1.2526	2,285,711	26,321,287
18.00	1.2178	2,222,219	26,257,795

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The following tables summarize our consolidated financial data. We have derived the summary consolidated statements of operations data for the years ended December 31, 2013 and 2014 from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of operations data for the year ended December 31, 2012 has been derived from our audited financial statements not included in this prospectus. The consolidated statements of operations data for the nine months ended September 30, 2014 and 2015 and the consolidated balance sheet data as of September 30, 2015 are derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus. Our unaudited interim consolidated financial statements were prepared on a basis consistent with our audited consolidated financial statements and include, in our opinion, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of the financial information set forth in those statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future.

You should read this data together with our consolidated financial statements and related notes appearing elsewhere in this prospectus and the sections titled *Selected Consolidated Financial Data* and *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

	Year Ended December 31,			Nine Months Ended	
	2012	2013	2014	September 30,	2015
	(unaudited)				
	(in thousands, except per share data)				
Consolidated Statements of Operations Data:					
Revenue:					
Subscription and support	\$ 7,403	\$ 22,456	\$ 38,093	\$ 26,328	\$ 43,557
Professional services and other	1,371	3,599	6,259	4,288	7,839
Total revenue	8,774	26,055	44,352	30,616	51,396
Cost of revenue:					
Subscription and support ⁽¹⁾	4,346	8,581	12,131	8,331	12,520
Professional services and other ⁽¹⁾	2,748	2,039	2,982	1,979	4,717
Total cost of revenue⁽¹⁾	7,094	10,620	15,113	10,310	17,237
Gross profit	1,680	15,435	29,239	20,306	34,159
Operating expenses:					
Sales and marketing ⁽¹⁾	11,912	20,702	35,390	22,335	38,303
Research and development ⁽¹⁾	4,698	11,242	21,290	12,184	17,441
General and administrative ⁽¹⁾	3,411	5,321	11,268	6,890	18,475
Total operating expenses	20,021	37,265	67,948	41,409	74,219

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Loss from operations	(18,341)	(21,830)	(38,709)	(21,103)	(40,060)
Other income (expense):					
Interest income	8	22	32	30	13
Interest expense	(7)	(150)	(136)	(96)	(72)
Change in fair value of warrant liability	(199)	(545)	(2,518)	(2,219)	(536)
Other income (expense), net	3	4	(39)	12	(161)
Total other expense, net	(195)	(669)	(2,661)	(2,273)	(756)
Loss before income taxes	(18,536)	(22,499)	(41,370)	(23,376)	(40,816)
Income tax expense			(57)	(7)	(40)
Net loss	\$ (18,536)	\$ (22,499)	\$ (41,427)	\$ (23,383)	\$ (40,856)
Deemed dividends to investors	\$	\$ (353)	\$	\$	\$ (632)
Net loss attributable to common stockholders	\$ (18,536)	\$ (22,852)	\$ (41,427)	\$ (23,383)	\$ (41,488)
Net loss per common share attributable to common stockholders, basic and diluted ⁽²⁾	\$ (5.36)	\$ (6.26)	\$ (7.50)	\$ (4.37)	\$ (6.61)
Weighted average common shares used in computing basic and diluted net loss per common share attributable to common stockholders ⁽²⁾	3,456	3,650	5,525	5,356	6,279
Pro forma net loss per common share attributable to common stockholders, basic and diluted (unaudited) ⁽²⁾			\$ (2.01)		\$ (1.90)
Pro forma weighted average common shares used in computing basic and diluted net loss per common share attributable to common stockholders (unaudited) ⁽²⁾			20,657		21,784

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(1) Includes stock-based compensation as follows:

	Year Ended December 31,			Nine Months Ended September 30,	
	2012	2013	2014	2014	2015
	(in thousands)				
Cost of revenue:					
Subscription and support	\$ 7	\$ 28	\$ 258	\$ 24	\$ 106
Professional services and other	5	8	39	24	103
Sales and marketing	473	1,597	2,877	174	768
Research and development	442	1,585	3,971	307	871
General and administrative	910	374	1,053	327	5,851
Total stock-based compensation	\$ 1,837	\$ 3,592	\$ 8,198	\$ 856	\$ 7,699

(2) See Note 1 to our consolidated financial statements for an explanation of the method used to calculate basic and diluted and pro forma net loss per common share attributable to common stockholders.

	As of September 30, 2015		
	Actual	Pro Forma ⁽¹⁾ (unaudited)	Pro Forma As Adjusted ⁽²⁾⁽³⁾
	(in thousands)		
Consolidated Balance Sheet Data:			
Cash and cash equivalents	\$ 31,770	\$ 31,770	\$ 98,134
Working capital, excluding current deferred revenue	38,298	38,298	104,662
Total assets	64,204	64,204	130,568
Deferred revenue	57,750	57,750	57,750
Total liabilities	79,469	79,469	79,469
Redeemable convertible preferred stock	93,770		
Total stockholders (deficit) equity	(109,035)	(15,265)	51,099

(1) The pro forma column reflects the conversion of all outstanding shares of redeemable convertible preferred stock into 15,505,330 shares of common stock upon the closing of this offering (assuming a conversion ratio equal to approximately 1.2895 shares of common stock for each share of Series E preferred stock based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus).

- (2) The pro forma as adjusted column further reflects the sale of 4,400,000 shares of our common stock in this offering at an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.
- (3) Each \$1.00 increase (decrease) in the assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, would increase (decrease) each of cash and cash equivalents, working capital, excluding current deferred revenue, total assets and total stockholders' (deficit) equity on a pro forma as adjusted basis by \$4.1 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus remains the same, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase (decrease) by 1,000,000 shares in the number of shares offered by us would increase (decrease) each of cash and cash equivalents, working capital, excluding current deferred revenue, total assets and total stockholders' (deficit) equity on a pro forma as adjusted basis by \$15.8 million, assuming that the assumed initial public offering price remains the same, after deducting underwriting discounts and commissions. The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual initial public offering price and other terms of this offering determined at pricing.

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	2012	Year Ended December 31, 2013	2014 (unaudited) (in thousands)	Nine Months Ended September 30, 2014	2015
Other Financial Data:					
Non-GAAP operating loss ⁽¹⁾	\$ (16,286)	\$ (17,704)	\$ (29,280)	\$ (20,243)	\$ (31,027)
Free cash flow ⁽²⁾	(8,945)	(9,631)	(22,798)	(8,281)	(11,446)

- (1) We define non-GAAP operating loss as operating loss before stock-based compensation, payroll tax expense on secondary stock purchase transactions and amortization of acquisition-related intangibles. For more information about non-GAAP operating loss and a reconciliation of non-GAAP operating loss to loss from operations, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP, see the section titled Selected Consolidated Financial Data Non-GAAP Financial Measures.
- (2) Free cash flow is a non-GAAP financial measure that we calculate as net cash provided by (used in) operating activities less purchases of property and equipment, net of proceeds from disposals of property and equipment. For more information about free cash flow, see the section titled Selected Consolidated Financial Data Non-GAAP Financial Measures.

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RISK FACTORS

Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this prospectus, including our consolidated financial statements and related notes, before deciding whether to purchase shares of our common stock. If any of the following risks actually occur, it could harm our business, prospects, operating results and financial condition. In such event, the market price of our common stock could decline and you could lose part or all of your investment.

Risks Related to Our Business and Industry

We have a history of losses and anticipate that we will continue to incur losses for the foreseeable future and may not achieve or maintain profitability in the future.

We have incurred net losses of \$18.5 million, \$22.5 million and \$41.4 million in 2012, 2013 and 2014, respectively, and \$23.4 million and \$40.9 million in the nine months ended September 30, 2014 and 2015, respectively. We had an accumulated deficit of \$130.8 million at September 30, 2015. We must generate and sustain higher revenue levels in future periods to become profitable, and, even if we do, we may not be able to maintain or increase our profitability. We expect to continue to incur losses for the foreseeable future as we expend substantial financial and other resources on, among other things:

sales and marketing, including expanding our direct sales organization and marketing programs, particularly for larger customers;

investments in our research and development team, and the development of new applications and new features for, and enhancements of, our existing applications;

expansion of our operations and infrastructure, both domestically and internationally; and

general administration, including legal, accounting, and other expenses related to being a public company. These expenditures may not result in additional revenue or the growth of our business. We also expect that our revenue growth rate will decline over time. Accordingly, we may not be able to generate sufficient revenue to offset our expected cost increases and achieve and sustain profitability. If we fail to achieve and sustain profitability, the market price of our common stock could decline.

We have a limited operating history, which makes it difficult to evaluate our prospects and future operating results.

We launched Canvas in February 2011 and launched Bridge in February 2015. Our limited operating history makes our ability to forecast future operating results difficult and subjects us to a number of uncertainties, including our ability to plan and model future growth. Our revenue grew 197% and 70% in 2013 and 2014, respectively, compared to the prior year; however, our historical revenue growth is not necessarily indicative of our future performance. We expect our revenue growth rates to slow in future periods due to a number of reasons, which may include the

maturation of our business, slowing demand for our platform and applications, increasing competition, a decrease in the growth of our overall markets, or if we fail, for any reason, to continue to capitalize on growth opportunities, our relative lack of experience with renewals or a decline in available opportunities as a result of our increased market penetration in one or more of our markets.

We have encountered and will encounter risks and uncertainties frequently experienced by growing companies in rapidly changing industries, such as determining appropriate investments of our limited resources, market adoption of our current and future applications, competition from other companies, acquiring and retaining customers, hiring, integrating, training and retaining skilled personnel, developing new applications,

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determining prices and contract terms for our applications, unforeseen expenses and challenges in forecasting accuracy. If our assumptions regarding these risks and uncertainties, which we use to plan our business, are incorrect or change, or if we do not address these risks successfully, our prospects, operating results and business could be harmed.

We depend on new customer acquisition and expansion and customer renewals to grow our business.

We derive, and expect to continue to derive, a substantial majority of our revenue from the sale of new subscriptions or renewals of subscriptions to our learning management platform and applications. Our growth today is primarily driven by new subscriptions. Our contracts typically vary in length between one and five years and our customers have no obligation to renew their subscriptions after the expiration of their initial subscription periods. Our customers may elect not to renew or may seek to renew for lower subscription amounts or for shorter contract lengths. Our renewal rates may decline or fluctuate as a result of a number of factors, including limited customer resources, pricing changes, adoption and utilization of our applications and services by our customers, customer satisfaction with our learning management platform and applications, the acquisition of our customers by other companies, procurement or budgetary decisions from legislative or other regulatory bodies, and deteriorating general economic conditions. As our customer base continues to grow, renewals will become an increasingly important part of our results. If our customers do not renew their subscriptions for our learning management platform and applications, or decrease the amount they spend with us, our revenue will decline and our business will be harmed.

Because our recent growth has resulted in the rapid expansion of our business, we do not have a long history upon which to base forecasts of customer renewal rates or future revenue. As a result, our future operating results may be significantly below the expectations of investors, which could harm the market price of our common stock.

We have a limited history with our subscription and pricing models and changes in our models could adversely affect our revenue, gross profit and financial position.

We have limited experience with respect to determining the optimal prices and contract length for our learning management platform and applications, in particular with Bridge, and as a result, we have in the past and expect in the future that we will need to change our pricing model or contract length from time to time. For example, in May 2015, we raised our subscription prices for Canvas for higher education institutions. As the market for our learning management platform and applications grows, as new competitors introduce new competitive applications or services, or as we enter into new international markets, we may be unable to attract new customers at the same price or based on the same pricing models we have historically used, or for contract lengths consistent with our historical averages. Pricing and contract length decisions may also impact the mix of adoption among our applications and negatively impact our overall revenue. Moreover, larger organizations may demand substantial price concessions or shorter contract duration. As a result, in the future we may be required to reduce our prices or offer shorter contract durations, which could adversely affect our revenue, gross profit and financial position.

We may experience quarterly fluctuations in our operating results due to a number of factors, which makes our future results difficult to predict and could cause our operating results to fall below expectations.

Our quarterly operating results have fluctuated in the past and we expect them to fluctuate in the future due to a variety of factors, many of which are outside of our control. As a result, our past results may not be indicative of our future performance, and comparing our operating results on a period-to-period basis may not be meaningful. In addition to the other risks described in this prospectus, factors that may affect our quarterly operating results include:

changes in spending on learning management systems by our current or prospective customers;

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pricing our applications effectively so that we are able to attract and retain customers without compromising our operating results;

attracting new customers and increasing our existing customers' use of our applications;

customer renewal rates and the amounts for which agreements are renewed;

awareness of our brands;

changes in the competitive dynamics of our market, including consolidation among competitors or customers and the introduction of new applications or application enhancements;

changes to the commission plans, quotas and other compensation-related metrics for our sales representatives;

the amount and timing of payment for operating expenses, particularly research and development, sales and marketing expenses and employee benefit expenses;

our ability to manage our existing business and future growth, including increases in the number of customers on our platform and the introduction and adoption of our platform in new markets outside of the United States;

unforeseen costs and expenses related to the expansion of our business, operations and infrastructure, including disruptions in our hosting network infrastructure and privacy and data security;

foreign currency exchange rate fluctuations; and

general economic and political conditions in our domestic and international markets.

We may not be able to accurately forecast the amount and mix of future subscriptions, size or duration of contracts, revenue and expenses and, as a result, our operating results may fall below our estimates or the expectations of public market analysts and investors. If our revenue or operating results fall below the expectations of investors, or below any estimates we may provide, the market price of our common stock could decline.

Our business is subject to seasonal sales and customer growth fluctuations which could result in volatility in our operating results.

We have historically experienced a pattern of higher sales and new academic customers in the second and third quarters, as a result of school procurement periods, which are typically based on a fiscal year ending June 30. This has resulted in lower sequential sales and customer growth in the other quarters of the year. As we attempt to expand the number of our corporate customers, we may see changes to this pattern of seasonality. Seasonality may cause our sales and customer growth to vary from quarter-to-quarter depending on the variability in the volume and timing of sales and renewals. These factors, among other things, make forecasting more difficult and may adversely affect our ability to predict financial results accurately, which could result in volatility or adversely affect the market price of our common stock.

We could lose revenue if there are changes in the spending policies or budget priorities for government funding of colleges, universities, schools and other education providers.

Our Canvas customers include colleges, universities, K-12 schools and other education providers, many of which depend substantially on government funding. Accordingly, any general decrease, delay or change in federal, state or local funding for colleges, universities, schools and other education providers could cause our current and potential customers to reduce their purchases of Canvas and related services, or decide not to renew their subscriptions, any of which could cause us to lose customers and revenue. In addition, a specific reduction in governmental funding support for learning management systems could also cause us to lose customers and revenue.

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Because we generally recognize revenue from subscriptions ratably over the term of the agreement, near term changes in sales may not be reflected immediately in our operating results.

We offer our learning management platform and applications primarily through multi-year subscription agreements and generally recognize revenue ratably over the related subscription period. As a result, much of the revenue we report in each quarter is derived from agreements entered into during prior quarters or years. A decline in new or renewed subscriptions in any one quarter is not likely to be reflected immediately in our revenue results for that quarter. However, declines would negatively affect our revenue and deferred revenue balances in future periods, and the effect of significant downturns in sales and market acceptance of our platform and applications, and potential changes in our rate of renewals, may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our total revenue and deferred revenue balance through additional sales in any period, as revenue from new customers is recognized over the applicable subscription term.

Because we expense commissions associated with sales of our applications immediately upon the execution of a subscription agreement with a customer, our operating income in any period may not be indicative of our financial health and future performance.

We expense commissions paid to our sales personnel in the period in which we enter into an agreement for the sale of our applications. In contrast, we generally recognize the revenue associated with a sale of our applications ratably over the related subscription period. Although we believe higher sales is a positive indicator of the long-term health of our business, higher sales increases our operating expenses and could decrease earnings in any particular period. Thus, we may report poor operating results due to higher sales commissions in a period in which we experience strong sales of our applications. Alternatively, we may report better operating results due to the reduction of sales commissions in a period in which we experience a slowdown in sales. Therefore, you should not necessarily rely on our operating income during any one quarter as an indication of our financial health and potential future performance.

If the market for our applications develops more slowly than we expect, our growth may slow or stall, and our operating results would be harmed.

The market for learning management systems is still evolving, and we depend on continued growth of this market. We do not know whether the trend of adoption of cloud-based learning management systems we have experienced with our academic customers in the past will continue in the future. To date, we have derived a substantial majority of our revenue from Canvas. A critical factor for our continued growth is our ability to sell Canvas to new customers in K-12 and higher education. The adoption trend for our academic customers is subject to influence from federal, state and local policymakers. Historically, our corporate customers have licensed our Canvas application. To better meet the needs of the corporate market, we launched Bridge in February 2015. Given our limited history with corporate customers, we do not know whether companies will adopt cloud-based learning management systems, or what prices or contract terms to which they will agree. We will incur substantial operating costs, particularly in sales and marketing and research and development, in attempting to develop these markets. If the market for Canvas does not continue to grow, or grows more slowly than we expect, or if the market for Bridge does not develop as we anticipate, our operating results would be harmed.

If we fail to effectively develop and expand our sales and marketing capabilities, our ability to increase our customer base and increase the market share of our learning management platform and applications could be harmed.

To increase the number of customers and increase the market share of our learning management platform and applications, we will need to expand our sales and marketing operations, including our domestic and international sales force and international resellers. We will continue to dedicate significant resources to sales and marketing programs. The effectiveness of our inbound sales and marketing has varied over time and, together with the effectiveness of any international resellers we may engage, may vary in the future. Our business

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will be harmed if our efforts do not generate a correspondingly significant increase in revenue. We may not achieve anticipated revenue growth from expanding our sales force if we are unable to hire, develop and retain talented sales personnel, if our new sales personnel are unable to achieve desired productivity levels in a reasonable period of time or if our sales and marketing programs are not effective.

We face significant competition from both established and new companies offering learning management systems, which may harm our ability to gain new customers, retain existing customers and grow our business.

The learning management systems market is evolving, highly competitive and significantly fragmented, particularly in the K-12 and corporate markets. With the introduction of new technologies and the potential entry of new competitors into the market, we expect competition to persist and intensify in the future, which could harm our ability to increase sales, maintain or increase renewals and maintain our prices.

We face intense competition from other software companies that develop learning management systems. Canvas primarily competes with systems offered by Blackboard, Desire2Learn and Moodle in the education market. Bridge primarily competes with systems offered by Cornerstone OnDemand, Saba Software and SumTotal Systems (owned by Skillsoft) along with dozens of small, specialized systems for specific industries to large, generalized systems provided as part of a larger human resources management suite. Competition could significantly impede our ability to sell or renew subscriptions to our learning management platform and applications on terms favorable to us. Our current and potential competitors may develop and market new technologies that render our existing or future applications less competitive, unmarketable or obsolete. In addition, if these competitors develop applications with similar or superior functionality to our software, we may need to decrease the prices or accept less favorable terms for our subscriptions in order to remain competitive. If we are unable to maintain our pricing due to competitive pressures, margins will be reduced and operating results will be negatively affected.

Current competitors have, and potential competitors may have, significantly more financial, technical, marketing and other resources than us, and may be able to devote greater resources to the development, promotion, sale and support of their applications and services, have more extensive customer bases and broader customer relationships, and longer operating histories and greater name recognition than us. As a result, these competitors may be better able to respond quickly to new technologies and to undertake more extensive marketing campaigns. In a few cases, these vendors may also be able to offer additional software at little or no additional cost by bundling them with their existing suite of applications. To the extent any competitor has existing relationships with potential customers for other applications, those customers may be unwilling to purchase our software because of their existing relationships with the competitor. If we are unable to compete with such companies, the demand for our platform and applications could be adversely affected.

In addition, if one or more competitors were to merge or partner with another competitor, our ability to compete effectively could be adversely affected. Competitors may also establish or strengthen cooperative relationships with current or future distribution or technology partners or other parties with whom we have relationships, thereby limiting our ability to sell our applications. We may not be able to compete successfully against current or future competitors, and competitive pressures may harm our business, operating results and financial condition.

If we fail to adapt and respond effectively to rapidly changing technology, evolving industry standards and changing customer needs or requirements, our learning management platform and applications may become less competitive.

Our future success depends on our ability to adapt and enhance our learning management platform and applications. To attract new customers and increase revenue from existing customers, we need to continue to enhance and improve our application offerings, features and enhancements to meet customer needs at prices that our customers are willing to pay. Such efforts will require adding new functionality and responding to technological advancements, which will increase our research and development costs. If we are unable to develop

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applications that address customers' needs, or enhance and improve our platform in a timely manner, we may not be able to maintain or increase market acceptance of our platform and applications. Further, many of our competitors expend a considerably greater amount of funds on their research and development programs, and those that do not may be acquired by larger companies that would allocate greater resources to our competitors' research and development programs. If we fail to maintain adequate research and development resources or compete effectively with the research and development programs of our competitors our business could be harmed. Our ability to grow is also subject to the risk of future disruptive technologies. Access and use of our learning management platform and applications is provided via the internet, which, itself, was disruptive to the previous enterprise software model. If new technologies emerge that are able to deliver learning management software and related applications at lower prices, more efficiently, more conveniently or more securely, such technologies could adversely affect our ability to compete.

The length and unpredictability of the sales cycle for our platform and applications could delay new sales and cause our revenue for any given quarter to fail to meet our estimates or market expectations.

The sales cycle between our initial contact with a potential customer and the signing of a license varies. As a result of the variability and length of the sales cycle, we have only a limited ability to forecast the timing of sales. A delay in or failure to complete sales could harm our business and financial results, and could cause our financial results to vary significantly from period to period. Our sales cycle varies widely, reflecting differences in potential customers' decision-making processes, procurement requirements and budget cycles, and is subject to significant risks over which we have little or no control, including:

customers' budgetary constraints and priorities;

the timing of customers' budget cycles;

the need by some customers for lengthy evaluations that often include both their administrators and faculties; and

the length and timing of customers' approval processes.

Potential customers typically conduct extensive and lengthy evaluations before committing to our applications and services and generally require us to expend substantial time, effort and money educating them as to the value of our offerings.

Our planned further expansion of our business outside the United States exposes us to risks associated with international operations.

Our growth strategy involves the further expansion of our operations and customer base internationally. For the nine months ended September 30, 2015, 6% of our revenue was derived from outside the United States. We opened our international headquarters in London, England in June 2014 and have offices in Sydney, Australia and Hong Kong. Our current international operations and future initiatives will involve a variety of risks, including:

more stringent regulations relating to data security and the unauthorized use of, or access to, commercial and personal information, particularly in the European Union;

technical or latency issues in delivering our platform and applications;

dependence on certain third parties, including resellers with whom we do not have extensive experience;

unexpected changes in regulatory requirements, taxes or trade laws;

differing labor regulations, especially in the European Union, where labor laws are generally more advantageous to employees as compared to the United States, including deemed hourly wage and overtime regulations in these locations;

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challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programs;

difficulties in maintaining our company culture with a dispersed and distant workforce;

difficulties in managing a business in new markets with diverse cultures, languages, customs, legal systems, alternative dispute systems and regulatory systems;

currency exchange rate fluctuations and the resulting effect on our revenue and expenses, and the cost and risk of entering into hedging transactions if we choose to do so in the future;

limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries;

limited or insufficient intellectual property protection;

political instability or terrorist activities;

requirements to comply with foreign privacy and information security laws and regulations and the risks and costs of non-compliance;

likelihood of potential or actual violations of domestic and international anticorruption laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, or of U.S. and international export control and sanctions regulations, which likelihood may increase with an increase of sales or operations in foreign jurisdictions and operations in certain industries; and

adverse tax burdens and foreign exchange controls that could make it difficult to repatriate earnings and cash.

Our limited experience in operating our business internationally increases the risk that any potential future expansion efforts that we may undertake will not be successful. If we invest substantial time and resources to expand our international operations and are unable to do so successfully and in a timely manner, our business and operating results will be harmed.

If we fail to offer high-quality professional services and support, our business and reputation may suffer.

High-quality professional services and support, including training, implementation and consulting services, are important for the successful marketing, sale and use of our learning management platform and applications and for the

renewal of existing customers. The importance of high-quality professional services and support will increase as we expand our business and pursue new customers. If we do not provide effective ongoing support, our ability to sell additional functionality and services to, or to retain, existing customers may suffer and our reputation with existing or potential customers may be harmed.

If we fail to manage our growth effectively or our business does not grow as we expect, our operating results may suffer.

Our employee base and operations have grown substantially in a relatively short period of time. Our full-time employee base grew from 446 employees as of September 30, 2014 to 709 employees as of September 30, 2015. Our growth has placed, and will continue to place, a significant strain on our operational, financial and management infrastructure. We anticipate further increases in headcount will be required to support increases in our application offerings and continued expansion. To manage this growth effectively, we must continue to improve our operational, financial and management systems and controls by, among other things:

effectively attracting, training and integrating a large number of new employees, particularly technical personnel and members of our management and sales teams;

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further improving our key business systems, processes and information technology infrastructure to support our business needs;

enhancing our information and communication systems to ensure that our employees are well-coordinated and can effectively communicate with each other and our customers; and

improving our internal control over financial reporting and disclosure controls and procedures to ensure timely and accurate reporting of our operational and financial results.

If we fail to manage our expansion or implement new systems, or if we fail to implement improvements or maintain effective internal controls and procedures, costs and expenses may increase more than expected and we may not expand our customer base, increase renewal rates, enhance existing applications, develop new applications, satisfy customers, respond to competitive pressures, or otherwise execute our business plan. If we are unable to effectively manage our growth, our operating results will be harmed.

We rely on our management team and other key employees, and the loss of one or more key employees could harm our business.

Our success and future growth depend upon the continued services of our management team, including Joshua Coates, our Chief Executive Officer, and other key employees in the areas of engineering, marketing, sales, services and general and administrative functions. From time to time, there may be changes in our management team resulting from the hiring or departure of executives, which could disrupt our business. We also are dependent on the continued service of our existing software engineers and information technology personnel because of the complexity of our software, technologies and infrastructure. We may terminate any employee's employment at any time, with or without cause, and any employee may resign at any time, with or without cause. We do not maintain any key man insurance for any employee. The loss of one or more of our key employees could harm our business.

If we fail to attract and retain additional qualified personnel we may be unable to execute our business strategy.

To execute our business strategy, we must attract and retain highly qualified personnel. In particular, we compete with many other companies for software developers with high levels of experience in designing, developing and managing cloud-based software, as well as for skilled information technology, marketing, sales and operations professionals, and we may not be successful in attracting and retaining the professionals we need, in particular in Utah, where we are headquartered. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications which may, among other things, impede our ability to execute our software development and sales strategies. Many of the companies with which we compete for experienced personnel have greater resources than we do. In addition, in making employment decisions, particularly in the software industry, job candidates often consider the value of the stock options or other equity incentives they are to receive in connection with their employment. If the price of our stock declines, or experiences significant volatility, our ability to attract or retain qualified employees will be adversely affected. If we fail to attract new personnel or fail to retain and motivate our current personnel, our growth prospects could be harmed.

If we cannot maintain our company culture as we grow, we could lose the innovation, teamwork, passion and focus on execution that we believe contribute to our success and our business may be harmed.

We believe that a critical component to our success has been our company culture, which is based on dedication to customer experience, openness, ownership, trust, integrity, excellence and simplicity. We have invested substantial time and resources in building our team within this company culture. If we fail to preserve our culture our ability to retain and recruit personnel and to effectively focus on and pursue our corporate objectives could be harmed. As we grow and develop the infrastructure of a public company, we may find it

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difficult to maintain these important aspects of our company culture. If we fail to maintain our company culture, our business may be harmed.

If we do not maintain the compatibility of our learning management platform with third-party applications that our customers use in their businesses or schools, our revenue will decline.

A significant percentage of our customers choose to integrate our learning management platform with certain capabilities of third-party publishers and software providers using application programming interfaces, or APIs. The functionality and popularity of our platform depends, in part, on our ability to integrate our platform with third-party applications and software. Third-party providers of applications may change the features of their applications and software, restrict our access to their applications and software or alter the terms governing use of their applications and access to those applications and software in an adverse manner. Such changes could functionally limit or terminate our ability to use these third-party applications and software in conjunction with our learning management platform, which could negatively impact our offerings and harm our business. If we fail to integrate our platform with new third-party applications and software that our customers utilize, we may not be able to offer the functionality that our customers need, which would negatively impact our ability to generate revenue and adversely impact our business.

If our network or computer systems are breached or unauthorized access to customer data is otherwise obtained, our learning management platform and applications may be perceived as insecure and we may lose existing customers or fail to attract new customers, our reputation may be damaged and we may incur significant liabilities.

Use of our learning management platform and applications involve the storage, transmission and processing of our customers' data, including personal or identifying information regarding their students or employees. Cyber attacks and other malicious internet-based activity continue to increase generally, and cloud-based platform providers of software and services have been targeted. If any unauthorized access to or security breaches of our platform, or those of our service providers, occurs, or is believed to have occurred, such an event or perceived event could result in the loss of data, loss of intellectual property or trade secrets, loss of business, severe reputational or brand damage adversely affecting customer or investor confidence, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws, regulations, or contractual obligations, and significant costs for remediation that may include liability for stolen assets or information and repair of system damage that may have been caused, incentives offered to customers or other business partners in an effort to maintain business relationships after a breach, and other liabilities. Additionally, any such event or perceived event could impact our reputation, harm customer confidence, hurt our sales and expansion into existing and new markets, or cause us to lose existing customers. We could be required to expend significant capital and other resources to alleviate problems caused by such actual or perceived breaches and to remediate our systems, we could be exposed to a risk of loss, litigation or regulatory action and possible liability, and our ability to operate our business may be impaired. Additionally, actual, potential or anticipated attacks may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants.

In addition, if the security measures of our customers are compromised, even without any actual compromise of our own systems, we may face negative publicity or reputational harm if our customers or anyone else incorrectly attributes the blame for such security breaches to us or our systems. If customers believe that our platform and applications do not provide adequate security for the storage of personal or other sensitive information or its transmission over the internet, our business will be harmed. Customers' concerns about security or privacy may deter

them from using our platform for activities that involve personal or other sensitive information.

Our errors and omissions insurance covering certain security and privacy damages and claim expenses may not be sufficient to compensate for all liability. Although we maintain liability insurance for liabilities incurred as

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a result of some security and privacy damages, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. Because the techniques used and vulnerabilities exploited to obtain unauthorized access or to sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or vulnerabilities or implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period.

Because data security is a critical competitive factor in our industry, we make public statements in our privacy policies describing the security of our platform. Should any of these statements be untrue, become untrue, or be perceived to be untrue, even if through circumstances beyond our reasonable control, we may face claims, including claims of unfair or deceptive trade practices, brought by the U.S. Federal Trade Commission, state, local, or foreign regulators, and private litigants.

Interruptions or performance problems associated with our technology and infrastructure may adversely affect our business and operating results.

Our continued growth depends in part on the ability of our existing and potential customers to access our applications at any time. We have experienced, and may in the future experience, disruptions, outages, and other performance problems due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, distributed denial of service attacks, or other security related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our platform becomes more complex and our user traffic increases. If our learning management platform and applications are unavailable or if our users are unable to access our applications within a reasonable amount of time or at all, our business will be harmed.

Moreover, our standard customer agreements include performance guarantees and service level standards that obligate us to provide credits or termination rights in the event of a significant disruption in our platform. To the extent that our third-party service providers experience outages, or to the extent we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be adversely affected.

Our use of open source software could negatively affect our ability to offer our learning management platform and applications and subject us to possible litigation.

Our applications, in particular a substantial portion of Canvas, use open source software that we, in some cases, have obtained from third parties. Open source software is generally freely accessible, usable and modifiable, and is made available to the general public on an as-is basis under the terms of a non-negotiable license. Use and distribution of open source software may entail greater risks than use of third-party commercial software. Open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, certain open source licenses, like the GNU Affero General Public License, or AGPL, may require us to offer for no cost the components of our software that incorporate the open source software, to make available source code for modifications or derivative works we create based upon incorporating or using the open source software, or to license our modifications or derivative works under the terms of the particular open source license. If we are required, under the terms of an open source license, to release the source code of our proprietary software to the public, our competitors could create similar applications with lower development effort and time, which ultimately

could result in a loss of sales for us.

We may also face claims alleging noncompliance with open source license terms or infringement or misappropriation of proprietary software. These claims could result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our software, any of

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which would have a negative effect on our business and operating results, including being enjoined from the offering of the components of our software that contained the open source software. In addition, if the license terms for open source software that we use change, and we cannot continue to use the version of such software that we had been using, we may be forced to re-engineer our applications, incur additional costs, or discontinue the sale of applications or services if re-engineering could not be accomplished on a timely basis.

We could also be subject to suits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, have a negative effect on our operating results and financial condition and require us to devote additional research and development resources to change our applications. Although we monitor our use of open source software to avoid subjecting our applications to unintended conditions, few courts have interpreted open source licenses, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our applications. We cannot guarantee that we have incorporated open source software in our software in a manner that will not subject us to liability, or in a manner that is consistent with our current policies and procedures.

We make a substantial portion of the source code for Canvas available under the terms of an open source license, and accept contributions of modifications to that source code, each of which could negatively affect our ability to offer our learning management platform and applications and subject us to possible litigation.

To promote our open platform philosophy, we make available a substantial portion of the source code for Canvas available to the public on the GitHub platform for no charge, under the terms of the AGPL. An individual or entity with the appropriate technical and human resources may choose to use this open source version of Canvas to try to self-host the platform to avoid paying any fees to us. In addition, some individuals or entities may try to use the open source version of Canvas for commercial purposes and directly compete with us for customers. We are aware of a few entities that currently self-host the platform and are aware of some entities that are currently selling hosting and support services. If more customers decide to self-host or other entities use the base code to compete with us, we may experience lower revenue and our business may be harmed.

We accept modifications of the source code for Canvas from contributors who agree to the terms of our contributor agreement. Our contributor agreement provides for assignment of joint ownership in the copyright to the contribution, and a license to any patent rights of the contributor. Contributors must also represent that it is an original work and that the contribution does not violate any third-party intellectual property right. However, we cannot ensure that any of these contributions is free of all third-party rights and claims of intellectual property infringement or misappropriation. By incorporating any contribution into our code base, we may be subject to intellectual property infringement or misappropriation claims, which as discussed elsewhere, are costly to defend and could require costly re-writing of our code base or licensing of replacement third-party solutions. Third party alternatives may not be available to us on commercially reasonable terms.

Our business is dependent upon our brand recognition and reputation, and if we fail to maintain or enhance our brand recognition or reputation, our business could be harmed.

We believe that maintaining and enhancing our brands and our reputation are critical to our relationships with our customers and to our ability to attract new customers. We also believe that our brands and reputation will be increasingly important as competition in our market continues to develop. Our success in this area will depend on a wide range of factors, some of which are beyond our control, including the following:

the efficacy of our marketing efforts;

our ability to continue to offer high-quality, innovative and error- and bug-free applications;

our ability to retain existing customers and obtain new customers;

our ability to maintain high customer satisfaction;

the quality and perceived value of our applications;

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our ability to successfully differentiate our applications from those of our competitors;

actions of competitors and other third parties;

our ability to provide customer support and professional services;

any misuse or perceived misuse of our applications;

positive or negative publicity;

interruptions, delays or attacks on our platform or applications; and

litigation, legislative or regulatory-related developments.

If our brand promotion activities are not successful, our operating results and growth may be harmed.

Furthermore, negative publicity, whether or not justified, relating to events or activities attributed to us, our employees, our partners or others associated with any of these parties, may tarnish our reputation and reduce the value of our brand. Damage to our reputation and loss of brand equity may reduce demand for our applications and have an adverse effect on our business, operating results and financial condition. Moreover, any attempts to rebuild our reputation and restore the value of our brands may be costly and time consuming, and such efforts may not ultimately be successful.

We rely upon Amazon Web Services to operate certain aspects of our service and any disruption of or interference with our use of Amazon Web Services could impair our ability to deliver our learning management platform and applications to our customers, resulting in customer dissatisfaction, damage to our reputation, loss of customers and harm to our business.

Amazon Web Services, or AWS, provides a distributed computing infrastructure platform for business operations, or what is commonly referred to as a cloud computing service. We have architected our software and computer systems to use data processing, storage capabilities and other services provided by AWS. Currently, our cloud service infrastructure is run on AWS. Given this, we cannot easily switch our AWS operations to another cloud provider, so any disruption of or interference with our use of AWS would impact our operations and our business would be adversely impacted. AWS provides us with computing and storage capacity pursuant to an agreement that continues until terminated by either party. AWS may terminate the agreement without cause by providing 90 days prior written notice, and may terminate the agreement with 30 days prior written notice for cause, including any material default or breach of the agreement by us that we do not cure within the 30 day period. The agreement requires AWS to provide us their standard computing and storage capacity and related support in exchange for timely payment by us. If any of our arrangements with AWS is terminated, we could experience interruptions in our software as well as delays and additional expenses in arranging new facilities and services.

We utilize third-party data center hosting facilities operated by AWS, located in various sites within the states of Virginia and Oregon. For international customers, we utilize third-party data center hosting facilities operated by AWS located in Dublin, Ireland, Sydney, Australia and Singapore.

Our operations depend, in part, on AWS's abilities to protect these facilities against damage or interruption from natural disasters, power or telecommunications failures, criminal acts and similar events. Despite precautions taken at our data centers, the occurrence of spikes in usage volume, a natural disaster, an act of terrorism, vandalism or sabotage, a decision to close a facility without adequate notice, or other unanticipated problems at a facility could result in lengthy interruptions in the availability of our platform. Even with current and planned disaster recovery arrangements, our business could be harmed. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. These factors in turn could further reduce our revenue, subject us to liability and cause us to issue credits or cause customers to fail to renew their subscriptions, any of which could harm our business.

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We are dependent on the continued availability of the internet and third-party computer and communications systems.

Our ability to provide our platform and applications to our customers depends on our ability to communicate with our customers through the public internet and third-party computer and communications systems. A severe disruption of one or more of these systems could impair our ability to process information, which could impede our ability to provide services to our customers, harm our reputation, result in a loss of customers harm our business and operating results.

Real or perceived errors, failures, or bugs in our learning management platform or applications could adversely affect our operating results and growth prospects.

We push updates to our platform on a frequent basis. Despite testing by us, errors, failures or bugs may not be found in our learning management platform or applications until after they are deployed to our customers. We have discovered and expect we will continue to discover software errors, failures and bugs in our learning management platform or applications and anticipate that certain of these errors, failures and bugs will only be discovered and remediated after deployment to customers. Real or perceived errors, failures or bugs in our platform and applications could result in negative publicity, loss of or delay in market acceptance of our platform and applications, loss of competitive position, or claims by customers for losses sustained by them. In such an event, we may be required, or may choose, for customer relations or other reasons, to expend additional resources in order to help correct the problem.

We implement bug fixes and upgrades as part of our regular system maintenance, which may lead to system downtime. Even if we are able to implement the bug fixes and upgrades in a timely manner, any history of defects or inaccuracies in the data we collect for our customers, or the loss, damage or inadvertent release of confidential data could cause our reputation to be harmed, and customers may elect not to purchase or renew their agreements with us or we may incur increased insurance costs. The costs associated with any material defects or errors in our software or other performance problems may be substantial and could harm our operating results.

Because many of our customers use our applications to store and retrieve critical information, we may be subject to liability claims if our applications do not work properly. We cannot be certain that the limitations of liability set forth in our licenses and agreements would be enforceable or would otherwise protect us from liability for damages. A material liability claim against us, regardless of its merit or its outcome, could result in substantial costs, significantly harm our business reputation and divert management's attention from our operations.

We are subject to governmental laws, regulation and other legal obligations, particularly related to privacy, data protection and information security, and any actual or perceived failure to comply with such obligations could harm our business.

Personal privacy and information security are significant issues in the United States and the other jurisdictions where we offer our applications. The legislative and regulatory framework for privacy and security issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Our handling of data is subject to a variety of laws and regulations, including regulation by various government agencies, including the U.S. Federal Trade Commission, or FTC, and various state, local and foreign agencies. We collect personally identifiable information, or PII, and other data from our customers and users. We use this information to provide services to our customers and users and to support, expand and improve our business. We may also share customers' or users' PII with

third parties as allowed by applicable law and agreements and authorized by the customer or as described in our privacy policy.

The U.S. federal and various state and foreign governments have adopted or proposed limitations on the collection, distribution, use and storage of PII. In the United States, the FTC and many state attorneys general are applying federal and state consumer protection laws as imposing standards for the online collection, use and

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dissemination of data. Furthermore, many states have recently enacted laws that apply directly to the operators of online services that are intended for K-12 school purposes that limit the collection, distribution, use and storage of student information that go beyond what may be applicable to other individuals. Many foreign countries and governmental bodies, including the European Union, Canada, Australia and other relevant jurisdictions, have laws and regulations concerning the collection and use of PII obtained from their residents or by businesses operating within their jurisdiction. These laws and regulations often are more restrictive than those in the United States. Laws and regulations in these jurisdictions apply broadly to the collection, use, storage, disclosure and security of data that identifies or may be used to identify or locate an individual, such as names, email addresses and, in some jurisdictions, Internet Protocol, or IP, addresses. In the European Union, where companies must meet specified privacy and security standards, Directive 95/46/EC of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, commonly referenced as the Data Protection Directive, and EU member state implementations of the Data Protection Directive, require comprehensive information privacy and security protections for consumers with respect to PII, collected about them.

We have in the past relied on adherence to the U.S. Department of Commerce's Safe Harbor Privacy Principles and compliance with the U.S.-EU and U.S.-Swiss Safe Harbor Frameworks as agreed to and set forth by the U.S. Department of Commerce, and the European Union and Switzerland, which established a means for legitimating the transfer of PII by U.S. companies doing business in Europe from the European Economic Area to the U.S. As a result of the October 6, 2015 European Union Court of Justice, or ECJ, opinion in Case C-362/14 (Schrems v. Data Protection Commissioner) regarding the adequacy of the U.S.-EU Safe Harbor Framework, the U.S. EU Safe Harbor Framework is no longer deemed to be a valid method of compliance with restrictions set forth in the Data Protection Directive (and member states' implementations thereof) regarding the transfer of data outside of the European Economic Area. In light of the ECJ opinion in Case C-362/14, we anticipate engaging in efforts to legitimize data transfers from the European Economic Area. We may be unsuccessful in establishing legitimate means of transferring data from the European Economic Area, we may experience hesitancy, reluctance, or refusal by European or multi-national customers to continue to use our services due to the potential risk exposure to such customers as a result of the ECJ ruling, and we and our customers are at risk of enforcement actions taken by an EU data protection authority until such point in time that we ensure that all data transfers to us from the European Economic Area are legitimized. We may find it necessary to establish systems to maintain EU-origin data in the European Economic Area, which may involve substantial expense and distraction from other aspects of our business. We publicly post our privacy policies and practices concerning our processing, use and disclosure of PII. Our publication of our privacy policy and other statements we publish that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be deceptive or misrepresentative of our practices.

Although we are working to comply with those federal, state, and foreign laws and regulations, industry standards, contractual obligations and other legal obligations that apply to us, those laws, regulations, standards and obligations are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another, other requirements or legal obligations, our practices or the features of our applications or platform. Any failure or perceived failure by us to comply with federal, state or foreign laws or regulations, industry standards, contractual obligations or other legal obligations, or any actual or suspected security incident, whether or not resulting in unauthorized access to, or acquisition, release or transfer of PII or other data, may result in governmental enforcement actions and prosecutions, private litigation, fines and penalties or adverse publicity and could cause our customers to lose trust in us, which could have an adverse effect on our reputation and business. Any inability to adequately address privacy and security concerns, even if unfounded, or comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations could

result in additional cost and liability to us, damage our reputation, inhibit sales, and adversely affect our business.

We also expect that there will continue to be new proposed laws, regulations and industry standards concerning privacy, data protection and information security in the United States, the European Union and other

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jurisdictions, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. Future laws, regulations, standards and other obligations, and changes in the interpretation of existing laws, regulations, standards and other obligations could impair our or our customers' ability to collect, use or disclose information relating to consumers, which could decrease demand for our applications, increase our costs and impair our ability to maintain and grow our customer base and increase our revenue. New laws, amendments to or re-interpretations of existing laws and regulations, industry standards, contractual obligations and other obligations may require us to incur additional costs and restrict our business operations. Such laws and regulations may require companies to implement privacy and security policies, permit users to access, correct and delete personal information stored or maintained by such companies, inform individuals of security breaches that affect their personal information, and, in some cases, obtain individuals' consent to use PII for certain purposes. In addition, a foreign government could require that any PII collected in a country not be disseminated outside of that country, and we are not currently equipped to comply with such a requirement. Other proposed legislation could, if enacted, impose additional requirements and prohibit the use of certain technologies that track individuals' activities on web pages or that record when individuals click through to an internet address contained in an email message. Such laws and regulations could require us to change features of our software or restrict our customers' ability to collect and use email addresses, page viewing data and personal information, which may reduce demand for our software. If we fail to comply with federal, state and international data privacy laws and regulations our ability to successfully operate our business and pursue our business goals could be harmed.

We also may find it necessary or desirable to join industry or other self-regulatory bodies or other privacy- or data protection-related organizations that require compliance with their rules pertaining to privacy and data protection. We also may be bound by additional, more stringent contractual obligations relating to our collection, use and disclosure of personal, financial and other data.

We are subject to contractual clauses that require us to comply with certain provisions of the Family Educational Rights and Privacy Act and we are subject to the Children's Online Privacy Protection Act, and if we fail to comply with these laws, our reputation and business could be harmed.

The Family Educational Rights and Privacy Act, or FERPA, generally prohibits educational institutions that receive federal funding from disclosing PII from a student's education records without the student's consent. Through Canvas, our academic learning management application, our customers and users disclose to us certain information that may originate from or comprise a student education record, as the term is defined under FERPA. As an entity that provides services to institutions, we are often subject to contractual clauses that impose restrictions derived from FERPA on our ability to collect, process, transfer, disclose, and store student data, under which we may not transfer or otherwise disclose any PII from a student record to another party other than in a manner permitted under the statute. If we violate our obligations to any of our educational institution customers relating to the privacy of student records subject to FERPA, such a violation could constitute material breach of contract with one or more of our customers and could harm our reputation. Further, in the event that we disclose student information in a manner that results in a violation of FERPA by one of our educational customers, the U.S. Department of Education could require that customer to suspend our access to the customer's student information that is covered under FERPA for a period of at least five years.

We are subject to the Children's Online Privacy Protection Act, or COPPA, which applies to operators of commercial websites and online services directed to U.S. children under the age of 13 that collect personal information from children, and to operators of general audience websites with actual knowledge that they are collecting information from U.S. children under the age of 13. Canvas is directed, in part, at children under the age of 13. Through Canvas

and other means, we collect certain personal information, including names and email addresses from children. COPPA is subject to interpretation by courts and other governmental authorities, including the FTC, and the FTC is authorized to promulgate, and has promulgated, revisions to regulations implementing provisions of COPPA, and provides non-binding interpretive guidance regarding COPPA that changes periodically with little or no public notice. Although we strive to ensure that our platform and applications are compliant with applicable COPPA provisions, these provisions may be modified, interpreted, or

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applied in new manners that we may be unable to anticipate or prepare for appropriately, and we may incur substantial costs or expenses in attempting to modify our systems, platform, applications, or other technology to address changes in COPPA or interpretations thereof. If we fail to accurately anticipate the application, interpretation or legislative expansion of COPPA we could be subject to governmental enforcement actions, litigation, fines and penalties or adverse publicity and we could be in breach of our customer contracts and our customers could lose trust in us, which could harm our reputation and business.

Third-party claims that we are infringing the intellectual property rights of others, whether successful or not, could subject us to costly and time-consuming litigation or require us to expensive licenses, and our business could be harmed.

The software industry is characterized by the existence of a large number of patents, copyrights, trademarks, trade secrets and other intellectual property rights. Companies in the software industry must often defend against litigation claims based on allegations of infringement or other violations of intellectual property rights. Third parties, including our competitors, may own patents or other intellectual property rights that cover aspects of our technology or business methods and may assert patent or other intellectual property rights within the industry. Moreover, in recent years, individuals and groups that are non-practicing entities, commonly referred to as patent trolls, have purchased patents and other intellectual property assets for the purpose of making claims of infringement in order to extract settlements. From time to time, we may receive threatening letters, notices or invitations to license, or may be the subject of claims that our services or software and underlying technology infringe or violate the intellectual property rights of others. Responding to such claims, regardless of their merit, can be time consuming, costly to defend in litigation, divert management's attention and resources, damage our reputation and brand and cause us to incur significant expenses. Our technologies may not be able to withstand any third-party claims against their use. Claims of intellectual property infringement might require us to stop using technology found to be in violation of a third party's rights, redesign our application, which could require significant effort and expense, and cause delays of releases, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or selling our software. If we cannot or do not license the infringed technology on reasonable terms or at all, or substitute similar technology from another source, we could be forced to limit or stop selling our software, we may not be able to meet our obligations to customers under our customer contracts, our revenue and operating results could be adversely impacted, and we may be unable to compete effectively. Additionally, our customers may not purchase our learning management applications if they are concerned that they may infringe third-party intellectual property rights. The occurrence of any of these events may harm our business.

In our subscription agreements with our customers, we generally agree to indemnify our customers against any losses or costs incurred in connection with claims by a third party alleging that the customer's use of our services or software infringes the intellectual property rights of the third party. Our customers who are accused of intellectual property infringement may seek indemnification from us. If any claim is successful, or if we are required to indemnify or defend our customers from any of these or other claims, these matters could be disruptive to our business and management and result in additional legal expenses.

The success of our business depends in part on our ability to protect and enforce our intellectual property rights.

Our success is dependent, in part, upon protecting our proprietary technology. We do not own any patents and we rely on a combination of copyrights, trademarks, service marks, trade secret laws and contractual restrictions to establish and protect our proprietary rights in our applications and services. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to

enforce our rights or if we do not detect unauthorized use of our intellectual property. Any of our trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Despite our precautions, it may be possible for unauthorized third parties to copy our technology and use information that we regard as proprietary to create

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applications and services that compete with ours. Some license provisions protecting against unauthorized use, copying, transfer and disclosure of our offerings may be unenforceable under the laws of certain jurisdictions and foreign countries. Our corporate name and the name of our platform and applications have not been trademarked in each market where we operate and plan to operate. If we do not secure registrations for our trademarks, we may encounter more difficulty in enforcing them against third parties. Effective copyright, trademark and trade secret protection may not be available in every country in which our platform and applications are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. To the extent we expand our international operations, our exposure to unauthorized copying and use of our technology and proprietary information may increase. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our technology and intellectual property.

Although we enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances, no assurance can be given that these agreements will be effective in controlling access to and distribution of our applications and proprietary information or prevent reverse engineering. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our software and offerings, and we may be unable to prevent this competition.

We may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. We may not prevail in any lawsuits that we initiate. Any litigation, whether or not resolved in our favor, could subject us to substantial costs, divert resources and the attention of management and technical personnel from our business and adversely affect our business. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation, could delay further sales or the implementation of our software and offerings, impair the functionality of our software and offerings, delay introductions of new features or enhancements, result in our substituting inferior or more costly technologies into our software and offerings, or injure our reputation.

We could face liability, or our reputation might be harmed, as a result of the activities of our customers or users, the content in our platform or the data they store on our servers.

As a provider of cloud-based learning management software, we may be subject to potential liability for the activities of our customers or users on or in connection with the data they store on our servers. Although our customer terms of use prohibit illegal use of our services by our customers and permit us to take down content or take other appropriate actions for illegal use, customers may nonetheless engage in prohibited activities or upload or store content with us in violation of applicable law or the customer's own policies, which could subject us to liability or harm our reputation.

Various U.S. federal statutes may apply to us with respect to various customer activities. The Digital Millennium Copyright Act of 1998, or DMCA, provides recourse for owners of copyrighted material who believe that their rights under U.S. copyright law have been infringed on the internet. Under the DMCA, based on our current business activity as an internet service provider that does not own or control website content posted by our customers, we generally are not liable for infringing content posted by our customers or other third parties, provided that we follow the procedures for handling copyright infringement claims set forth in the DMCA. Generally, if we receive a proper

notice from, or on behalf, of a copyright owner alleging infringement of copyrighted material located on websites we host, and we fail to expeditiously remove or disable access to the allegedly infringing material or otherwise fail to meet the requirements of the safe harbor provided by the DMCA, the copyright owner may seek to impose liability on us. Technical mistakes in complying with the

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detailed DMCA take-down procedures, or if we fail to otherwise comply with the other requirements of the safe harbor, could subject us to liability for copyright infringement.

Although statutes and case law in the United States have generally shielded us from liability for customer activities to date, court rulings in pending or future litigation may narrow the scope of protection afforded us under these laws. In addition, laws governing these activities are unsettled in many international jurisdictions, or may prove difficult or impossible for us to comply with in some international jurisdictions. Also, notwithstanding the exculpatory language of these bodies of law, we may become involved in complaints and lawsuits which, even if ultimately resolved in our favor, add cost to our doing business and may divert management's time and attention. Finally, other existing bodies of law, including the criminal laws of various states, may be deemed to apply or new statutes or regulations may be adopted in the future, any of which could expose us to further liability and increase our costs of doing business.

Additionally, our customers could use our platform or applications to store or process PII, including sensitive PII, without our knowledge of such storage or processing. In the event that our systems experience a data security incident, or an individual or entity accesses information without, or in excess of, proper authorization, we could be subject to data security incident notification laws, as described elsewhere, which may require prompt remediation and notification to individuals. If we are unaware of the data and information stored on our systems, we may be unable to appropriately comply with all legal obligations, and we may be exposed to governmental enforcement or prosecution actions, private litigation, fines and penalties or adverse publicity and these incidents could cause our customers to lose trust in us, which could harm our reputation and business.

Future acquisitions could disrupt our business and may divert management's attention and if unsuccessful, harm our business.

We may choose to expand by making acquisitions that could be material to our business. To date, we have only completed one acquisition and our ability as an organization to successfully acquire and integrate technologies or businesses is unproven and limited. Acquisitions involve many risks, including the following:

an acquisition may negatively affect our results of operations and financial condition because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by third parties, including intellectual property claims and disputes, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;

we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us;

an acquisition may disrupt our ongoing business, divert resources, increase our expenses and distract our management;

an acquisition may result in a delay or reduction of customer purchases for both us and the company we acquired due to customer uncertainty about continuity and effectiveness of service from either company;

we may encounter difficulties in, or may be unable to, successfully sell any acquired products;

an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;

challenges inherent in effectively managing an increased number of employees in diverse locations;

the potential strain on our financial and managerial controls and reporting systems and procedures;

potential known and unknown liabilities associated with an acquired company;

our use of cash to pay for acquisitions would limit other potential uses for our cash;

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if we incur debt to fund such acquisitions, such debt may subject us to material restrictions on our ability to conduct our business as well as financial maintenance covenants;

the risk of impairment charges related to potential write-downs of acquired assets or goodwill in future acquisitions;

to the extent that we issue a significant amount of equity or equity-linked securities in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease; and

managing the varying intellectual property protection strategies and other activities of an acquired company. We may not succeed in addressing these or other risks or any other problems encountered in connection with the integration of any acquired business. The inability to integrate successfully the business, technologies, products, personnel or operations of any acquired business, or any significant delay in achieving integration, could harm our business and operating results.

Our ability to raise capital in the future may be limited, and if we fail to raise capital when needed, we could be prevented from growing.

Our business and operations may consume resources faster than we anticipate. While we believe our cash and cash equivalents, cash flows from operations and available borrowings under our credit facility will be sufficient to support our planned operations for at least the next 12 months, in the future, we may need to raise additional funds to invest in future growth opportunities. Additional financing may not be available on favorable terms, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm our business and operating results. If we incur debt, the debt holders would have rights senior to common stockholders to make claims on our assets. In addition, our credit facility imposes, and future debt instruments may impose, restrictions on our ability to dispose property, make changes in our business, engage in mergers or acquisitions, incur additional indebtedness, and make investments and distributions. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. As a result, stockholders bear the risk that future securities offerings reduce the market price of our common stock and dilute their interest.

We may be subject to additional obligations to collect and remit sales tax and other taxes, and we may be subject to tax liability for past sales, which could harm our business.

State, local and foreign jurisdictions have differing rules and regulations governing sales, use, value added and other taxes, and these rules and regulations are subject to varying interpretations that may change over time. In particular, the applicability of such taxes to our learning management software in various jurisdictions is unclear. Further, these jurisdictions' rules regarding tax nexus are complex and vary significantly. As a result, we could face the possibility of tax assessments and audits, and our liability for these taxes and associated penalties could exceed our original estimates. A successful assertion that we should be collecting additional sales, use, value added or other taxes in those jurisdictions where we have not historically done so and do not accrue for such taxes could result in substantial tax

liabilities and related penalties for past sales, discourage customers from purchasing our application or otherwise harm our business and operating results.

Changes in tax laws or regulations that are applied adversely to us or our customers could increase the costs of learning management software and adversely impact our business.

New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time. Any new taxes could adversely affect our domestic and international business operations, and our business and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be

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interpreted, changed, modified or applied adversely to us. These events could require us or our customers to pay additional tax amounts on a prospective or retroactive basis, as well as require us or our customers to pay fines or penalties and interest for past amounts deemed to be due. If we raise our prices to offset the costs of these changes, existing and potential future customers may elect not to continue or purchase our learning management platform or applications in the future. Additionally, new, changed, modified or newly interpreted or applied tax laws could increase our customers' and our compliance, operating and other costs, as well as the costs of our software. Any or all of these events could harm our business and operating results.

We are a multinational organization faced with increasingly complex tax issues in many jurisdictions, and we could be obligated to pay additional taxes in various jurisdictions.

As a multinational organization, we may be subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application of which can be uncertain. The amount of taxes we pay in these jurisdictions could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could harm our liquidity and operating results. In addition, the authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties, and the authorities could claim that various withholding requirements apply to us or our subsidiaries or assert that benefits of tax treaties are not available to us or our subsidiaries, any of which could adversely affect our operating results.

Risks Related to Our Common Stock

There has been no prior market for our common stock and an active market may not develop or be sustained, and you may not be able to resell your shares at or above the initial public offering price, if at all.

Prior to this offering, there has been no public market for our common stock. The initial public offering price for our common stock will be determined through negotiations between the underwriters and us and may vary from the market price of our common stock following this offering. If you purchase shares of our common stock in this offering, you may not be able to resell those shares at or above the initial public offering price. An active or liquid market in our common stock may not develop upon closing of this offering or, if it does develop, it may not be sustainable, which could adversely affect your ability to sell your shares and could depress the market price of our common stock.

Our stock price may be volatile and may decline regardless of our operating performance.

Our stock price is likely to be volatile. The trading prices of the securities of technology companies, including providers of cloud-based software, have been highly volatile. As a result of this volatility, investors may not be able to sell their common stock at or above the initial public offering price. The market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

actual or anticipated fluctuations in our revenue and other operating results, including as a result of the addition or loss of any number of customers;

announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures or capital commitments;

the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;

failure of securities analysts to initiate or maintain coverage of us, changes in ratings and financial estimates and the publication of other news by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;

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changes in operating performance and stock market valuations of cloud-based software or other technology companies, or those in our industry in particular;

the size of our public float;

price and volume fluctuations in the trading of our common stock and in the overall stock market, including as a result of trends in the economy as a whole;

new laws or regulations or new interpretations of existing laws or regulations applicable to our business or industry, including data privacy and data security;

lawsuits threatened or filed against us for claims relating to intellectual property, employment issues or otherwise;

changes in our board of directors or management;

short sales, hedging and other derivative transactions involving our common stock;

sales of large blocks of our common stock including sales by our executive officers, directors and significant stockholders; and

other events or factors, including changes in general economic, industry and market conditions and trends, as well as any natural disasters that may affect our operations.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies.

In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management and harm our business.

Future sales of shares by existing stockholders could cause our stock price to decline.

Sales of a substantial number of shares of our common stock in the public market could occur at any time. If our stockholders sell, or the market perceives that our stockholders intend to sell, substantial amounts of our common stock in the public market following this offering, the market price of our common stock could decline.

Immediately after this offering, based on the number of shares outstanding as of September 30, 2015, we will have 26,388,514 outstanding shares (assuming a conversion ratio equal to approximately 1.2895 shares of common stock for each share of Series E preferred stock based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus) of common stock, assuming no exercise of outstanding options or warrants. Of these shares, the 4,400,000 shares sold in this offering will be immediately freely tradable, unless held by an affiliate, and all of the remaining shares of common stock will be restricted as a result of securities laws or lock-up agreements but will be able to be sold after the offering as described in the section of this prospectus titled Shares Eligible for Future Sale.

In addition, in connection with this offering, we intend to file one or more registration statements on Form S-8 registering the issuance of all of the shares of common stock subject to options or other equity awards issued or reserved for future issuance under our equity incentive plans. Shares registered under these registration statements on Form S-8 will be available for sale in the public market subject to vesting arrangements and exercise of options, the lock-up agreements described above and the restrictions of Rule 144 under the Securities Act in the case of our affiliates.

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Moreover, after this offering, the holders of 18,692,752 shares of common stock (assuming a conversion ratio equal to approximately 1.2895 shares of common stock for each share of Series E preferred stock based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus) will have rights, subject to some conditions, to require us to file one or more registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. If we were to register these shares for resale, they could be freely sold in the public market. If these additional shares are sold, or if it is perceived that they will be sold, in the public market, the market price of our common stock could decline.

The concentration of our stock ownership will likely limit your ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring stockholder approval.

Based upon shares outstanding as of September 30, 2015 prior to this offering, our executive officers, directors and the holders of more than 5% of our outstanding common stock, in the aggregate, beneficially owned approximately 87.8% of our common stock, and upon the closing of this offering, that same group, in the aggregate, will beneficially own approximately 73.3% of our common stock, assuming no exercise by the underwriters of their over-allotment option, no exercise of outstanding options or warrants, and after giving effect to the issuance of shares in this offering. Certain of our directors and executive officers have indicated an interest in purchasing up to an aggregate of approximately \$3.2 million of shares of our common stock in this offering at the initial public offering price. If these directors and executive officers purchase all such shares of common stock in this offering at an assumed initial public offering price of \$17.00 per share, the aggregate beneficial ownership of these parties would increase by less than 1%. As a result, these stockholders, acting together, will have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate actions might be taken even if other stockholders, including those who purchase shares in this offering, oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial.

If securities or industry analysts do not publish research or reports about our business, or if they downgrade our common stock, the price of our common stock could decline.

The trading market for our common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. In addition, if our operating results fail to meet the forecast of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our common stock could decrease, which might cause our stock price and trading volume to decline.

Our management will have broad discretion over the use of the proceeds we receive in this offering and might not apply the proceeds in ways that increase the value of your investment.

Our management will have broad discretion to use the net proceeds from this offering and you will be relying on the judgment of our management regarding the application of these proceeds. Our management might not apply the net proceeds in ways that increase the value of your investment. We intend to use the net proceeds for general corporate purposes, including working capital, sales and marketing activities, research and development activities, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds from this offering for

acquisitions of, or investments in, technologies, solutions or businesses that complement our business, although we have no present commitments or agreements to enter into any such acquisitions or investments. Until we use the net proceeds from this offering, we plan to invest them, and these

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investments may not yield a favorable rate of return. If we do not invest or apply the net proceeds from this offering in ways that enhance stockholder value, we may fail to achieve expected financial results, which could cause our stock price to decline.

We are an emerging growth company and the reduced disclosure requirements applicable to emerging growth companies may make our common stock less attractive to investors.

We are an emerging growth company, as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced financial disclosure obligations, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and any golden parachute payments not previously approved. As an emerging growth company under the JOBS Act, we are permitted to delay the adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. However, we are electing not to take advantage of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to not take advantage of the extended transition period for complying with new or revised accounting standards is irrevocable.

We may take advantage of these provisions until we are no longer an emerging growth company. We would cease to be an emerging growth company upon the earliest to occur of: the last day of the fiscal year in which we have more than \$1.0 billion in annual revenue; the date we qualify as a large accelerated filer, with at least \$700 million of equity securities held by non-affiliates; the issuance, in any three-year period, by us of more than \$1.0 billion in non-convertible debt securities; and the last day of the fiscal year ending after the fifth anniversary of this offering. If we take advantage of any of these reduced reporting burdens in future filings, the information that we provide our security holders may be different than you might get from other public companies in which you hold equity interests. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

We will incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, particularly after we are no longer an emerging growth company, which could adversely affect our business, operating results and financial condition.

As a public company, and particularly after we cease to be an emerging growth company, we will incur greater legal, accounting and other expenses than we incurred as a private company. We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and the rules and regulations of the New York Stock Exchange, or NYSE. These requirements have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to maintain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as

our executive officers. After we are no longer an emerging growth company, or sooner if we choose not to take advantage of certain exemptions set forth in the JOBS Act, we expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act. In that regard, we will need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge.

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If we do not continue to develop effective internal controls, we may not be able to accurately report our financial results and our business could be harmed.

We and our independent registered public accounting firm identified a material weakness in our internal control over financial reporting as of and for the years ended December 31, 2012 and 2013. A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected on a timely basis. Specifically, it was determined that we did not have adequate processes and resources to evaluate significant or unusual transactions. As a result, we were required to make post-closing adjustments to record stock-based compensation and deemed dividends, resulting from the sale of stock by current and former employees and an investor to other holders of preferred stock for a price that exceeded the fair value. Furthermore, we were required to make post-closing adjustments to record leasehold improvements and lease incentives that were improperly netted on the balance sheets.

We subsequently took steps to remediate this material weakness, including increasing the depth and experience within our accounting and finance organization, designing and implementing improved processes and internal controls, and retaining outside consultants with deep technical expertise. While we believe that we have remediated the material weakness as of December 31, 2014, and did not identify any material weaknesses in the course of preparing our consolidated financial statements as of and for the year ended December 31, 2014, our efforts to remediate may not be effective or prevent any future material weakness or significant deficiency in our internal control over financial reporting.

The Sarbanes-Oxley Act requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually and the effectiveness of our disclosure controls and procedures quarterly. In particular, beginning in 2016, Section 404 of the Sarbanes-Oxley Act, or Section 404, will require us to perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on, and our independent registered public accounting firm potentially to attest to, the effectiveness of our internal control over financial reporting. As an emerging growth company, we expect to avail ourselves of the exemption from the requirement that our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting under Section 404. However, we may no longer avail ourselves of this exemption when we cease to be an emerging growth company. When our independent registered public accounting firm is required to undertake an assessment of our internal control over financial reporting, the cost of our compliance with Section 404 will correspondingly increase. Our compliance with applicable provisions of Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues as we implement additional corporate governance practices and comply with reporting requirements. Moreover, if we are not able to comply with the requirements of Section 404 applicable to us in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.

Investor perceptions of our company may suffer if material weaknesses are found, and this could cause a decline in the market price of our common stock. Irrespective of compliance with Section 404, any failure of our internal control over financial reporting could harm our operating results and reputation. If we are unable to implement these requirements effectively or efficiently, it could harm our operations, financial reporting, or financial results and could result in an adverse opinion on our internal controls from our independent registered public accounting firm.

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Provisions in our amended and restated certificate of incorporation and amended and restated bylaws and under Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could depress the trading price of our common stock by acting to discourage, delay or prevent a change of control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

authorize the issuance of blank check preferred stock that our board of directors could issue to increase the number of outstanding shares to discourage a takeover attempt;

prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;

prohibit stockholders from calling a special meeting of our stockholders;

provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and

establish advance notice requirements for nominations for elections to our board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Additionally, we are subject to Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any interested stockholder for a period of three years following the date on which the stockholder became an interested stockholder and which may discourage, delay or prevent a change of control of our company.

Any provision of our amended and restated certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

Our amended and restated certificate of incorporation will provide that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for: any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our bylaws; or any action asserting a claim against us that is

governed by the internal affairs doctrine. The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officer and other employees. If a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business and financial condition.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this prospectus, including statements regarding our future financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as anticipate, believe, continue, could, design, estimate, expect, intend, may, plan, potentially, will or the negative of these terms or other similar expressions.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions described in the section titled Risk Factors. These risks are not exhaustive. Other sections of this prospectus include additional factors that could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for our management to predict all risk factors nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in, or implied by, any forward-looking statements.

These forward-looking statements include, but are not limited to, statements concerning the following:

our ability to grow and retain our customer base, both domestically and internationally;

our ability to provide effective customer support and induce our customers to renew and upgrade their subscriptions;

our ability to expand our sales organization to address effectively the new industries, geographies and types of organizations we intend to target;

our ability to forecast and maintain an adequate rate of revenue growth and appropriately plan our expenses;

our ability to displace existing products addressing learning management applications, along with continued acceptance of SaaS as an effective method for delivering our applications;

the effects of seasonal and cyclical trends on our results of operations;

the attraction and retention of qualified employees and key personnel;

our ability to protect and enhance our brands and intellectual property;

costs related to defending intellectual property infringement and other claims;

the effects of increased competition and alternatives to our platform and applications and our ability to successfully differentiate our platform and applications;

our expectations concerning our relationships and actions with third parties;

future regulatory, judicial and legislative changes in our industry; and

future arrangements with, or investments in, other entities or associations, products, services or technologies. You should not rely upon forward-looking statements as predictions of future events. We cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus or to conform these statements to actual results or to changes in our expectations.

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In addition, statements that we believe and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this prospectus, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement of which this prospectus forms a part with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

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INDUSTRY AND MARKET DATA

Unless otherwise indicated, information contained in this prospectus concerning our industry and the market in which we operate, including our general expectations and market position, market opportunity and market size, is based on information from various sources including the independent industry publications set forth below, and is subject to a number of assumptions and limitations. Although we are responsible for all of the disclosure contained in this prospectus and we believe the information from the industry publication and other third-party sources included in this prospectus is reliable, such information is inherently imprecise. The content of the below sources, except to the extent specifically set forth in this prospectus, does not constitute a portion of this prospectus and are not incorporated herein.

ECAR The Current Ecosystem of Learning Management Systems in Higher Education: Student, Faculty, and IT Perspectives (September 2014)

IDC Worldwide and U.S. Human Capital Management Applications 2015-2019 Forecast (June 2015)

MarketsandMarkets Learning Management Systems (LMS) Market: Worldwide Market Forecasts and Analysis (2013-2018) (October 2013)

Brandon Hall Group LMS Trends 2014: Satisfaction and Spending (February 2014)

The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described in the section titled *Risk Factors* and elsewhere in this prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

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USE OF PROCEEDS

We estimate that the net proceeds from the sale of 4,400,000 shares of common stock in this offering will be approximately \$66.4 million, based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise in full their over-allotment option to purchase additional shares, we estimate that the net proceeds will be approximately \$76.8 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

Each \$1.00 increase (decrease) in the assumed initial public offering price of \$17.00 per share would increase (decrease) our net proceeds by \$4.1 million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Each increase (decrease) by 1,000,000 shares in the number of shares offered by us would increase (decrease) the net proceeds from this offering by \$15.8 million, assuming the assumed initial public offering price remains the same, after deducting underwriting discounts and commissions.

The principal purposes of this offering are to increase our capitalization and financial flexibility, increase our visibility in the marketplace and create a public market for our common stock. As of the date of this prospectus, we cannot specify with certainty all of the particular uses for the net proceeds to us from this offering. However, we currently intend to use the net proceeds to us from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, research and development activities, general and administrative matters and capital expenditures. We expect to use a significant portion of the net proceeds from this offering to fund the expansion of our business, including expanding our direct sales organization and marketing programs, particularly for corporate customers, and making investments in our research and development teams to support the development of new applications and new features for, and enhancements of, our existing applications. We may also use a portion of the net proceeds from this offering for the acquisition of, or investment in, technologies, solutions or businesses that complement our business, although we have no present commitments or agreements to enter into any such acquisitions or investments. We will have broad discretion over the uses of the net proceeds from this offering and investors will be relying on the judgment of our management regarding the application of the net proceeds from this offering. Pending these uses, we plan to invest the net proceeds that we receive in this offering in short-term and intermediate-term interest-bearing obligations, investment-grade investments, certificates of deposit, or direct or guaranteed obligations of the U.S. government.

DIVIDEND POLICY

We have never declared or paid cash dividends on our capital stock. We intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. The terms of our credit facility also restrict our ability to pay dividends, and we may also enter into debt instruments in the future that will restrict our ability to declare or pay cash dividends on our common stock. Any future determination related to dividend policy will be made at the discretion of our board of directors and will be dependent on a number of factors, including our earnings, capital requirements and overall financial condition.

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The following table sets forth our cash and cash equivalents and capitalization as of September 30, 2015:

on an actual basis;

on a pro forma basis, to reflect (1) the conversion of all outstanding shares of our preferred stock into an aggregate of 15,505,330 shares of common stock upon the closing of this offering and (2) the filing and effectiveness of our amended and restated certificate of incorporation; and

on a pro forma as adjusted basis, to further reflect the sale by us of 4,400,000 shares of common stock in this offering at an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

You should read the information in this table together with our consolidated financial statements and related notes included elsewhere in this prospectus and the sections titled Selected Consolidated Financial Data, and Management Discussion and Analysis of Financial Condition and Results of Operations.

	As of September 30, 2015		
	Actual	Pro Forma (unaudited)	Pro Forma As Adjusted⁽¹⁾
	(in thousands, except share and per share data)		
Cash and cash equivalents	\$ 31,770	\$ 31,770	\$ 98,134
Redeemable convertible preferred stock, \$0.0001 par value: 15,086,624 shares authorized and 14,977,124 shares issued and outstanding, actual; no shares authorized, issued or outstanding, pro forma and pro forma as adjusted	\$ 93,770	\$	\$
Stockholders' (deficit) equity:			
Preferred stock, \$0.0001 par value: no shares authorized, issued or outstanding, actual; and 10,000,000 shares authorized and no shares issued or outstanding, pro forma and pro forma as adjusted			
Common stock, \$0.0001 par value: 26,600,000 shares authorized, 7,611,656 shares issued and 6,483,184 shares outstanding, actual; 26,600,000 shares authorized and 23,116,986 shares issued and 21,988,514 shares outstanding, pro forma; and 200,000,000 shares authorized and 27,516,986	1	2	3

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shares issued and 26,388,514 shares outstanding, pro forma as adjusted ⁽²⁾			
Treasury stock, 1,128,472 common shares, at cost	(1)	(1)	(1)
Additional paid-in capital ⁽²⁾	21,745	115,514	181,877
Accumulated other comprehensive income	(1)	(1)	(1)
Accumulated deficit	(130,779)	(130,779)	(130,779)
Total stockholders (deficit) equity	(109,035)	(15,265)	51,099
Total capitalization	\$ (15,265)	\$ (15,265)	\$ 51,099

(1) Each \$1.00 increase (decrease) in the assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, would increase (decrease) each of cash and cash equivalents, additional paid-in capital, total stockholders (deficit) equity and total capitalization by \$4.1 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We may also increase or decrease the number of shares we are offering. Each increase (decrease) of 1,000,000 shares in the number of shares offered by us would increase (decrease) cash and cash equivalents, additional paid-in capital, total stockholders (deficit) equity and total capitalization by \$15.8 million, assuming the assumed initial public offering price remains the

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same, after deducting underwriting discounts and commissions. The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual initial public offering price and other terms of this offering determined at pricing.

- (2) The number of shares of our common stock to be issued upon the conversion of all outstanding shares of our Series E preferred stock depends in part on the initial public offering price of our common stock. The terms of our Series E preferred stock provide that the ratio at which each share will convert into shares of our common stock in connection with this offering will increase if the initial public offering price is below \$21.921 per share. Based upon an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, the outstanding shares of our Series E preferred stock will convert into an aggregate of 2,352,938 shares of our common stock upon the closing of this offering. See the section titled "Prospectus Summary Offering" for further discussion.

The number of shares of common stock to be outstanding after this offering is based on 21,988,514 shares of common stock outstanding as of September 30, 2015, and excludes:

3,909,871 shares of common stock issuable upon the exercise of outstanding stock options as of September 30, 2015, with a weighted-average exercise price of \$5.95 per share;

103,332 shares of common stock issuable upon the exercise of outstanding warrants as of September 30, 2015, with a weighted-average exercise price of \$2.11 per share;

373,985 shares of common stock reserved for future issuance under our 2010 Equity Incentive Plan as of September 30, 2015, of which stock options to purchase an aggregate of 313,661 shares of common stock were granted subsequent to September 30, 2015, with an exercise price of \$14.25 per share; all shares reserved for future issuance and not subject to an outstanding stock option will cease to be available for issuance at the time our 2015 Equity Incentive Plan becomes effective in connection with this offering;

2,000,000 shares of common stock reserved for future issuance under our 2015 Equity Incentive Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this plan, which will become effective upon the execution of the underwriting agreement for this offering; and

333,333 shares of common stock reserved for future issuance under our 2015 Employee Stock Purchase Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this benefit plan, which will become effective upon the execution of the underwriting agreement for this offering.

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If you invest in our common stock in this offering, your interest will be diluted to the extent of the difference between the initial public offering price per share of common stock and the pro forma as adjusted net tangible book value per share of our common stock after the closing of the offering.

Our pro forma net tangible book value as of September 30, 2015 was \$(16.8) million, or \$(0.76) per share, which gives effect to the conversion of all outstanding shares of our preferred stock into an aggregate of 15,505,330 shares of common stock upon the closing of this offering (assuming a conversion ratio equal to approximately 1.2895 shares of common stock for each share of Series E preferred stock based on an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus). Pro forma net tangible book value per share is determined by subtracting our total liabilities from the total book value of our tangible assets and dividing the difference by the number of shares of common stock deemed to be outstanding at that date.

After giving effect to the sale of 4,400,000 shares of common stock in this offering at an assumed initial public offering price of \$17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value as of September 30, 2015, would have been \$49.6 million, or \$1.88 per share. This represents an immediate increase in pro forma as adjusted net tangible book value of \$2.64 per share to our existing stockholders and immediate dilution of \$15.12 per share to new investors purchasing common stock in this offering.

The following table illustrates this dilution on a per share basis to new investors:

Assumed initial public offering price per share	\$ 17.00
Pro forma net tangible book value per share as of September 30, 2015	\$ (0.76)
Increase in pro forma net tangible book value per share attributable to new investors in this offering	2.64
Pro forma as adjusted net tangible book value per share after this offering	1.88
Dilution in net tangible book value per share to new investors in this offering	\$ 15.12

Each \$1.00 increase in the assumed initial public offering price of \$17.00 per share would increase our pro forma as adjusted net tangible book value per share after this offering by \$0.17 per share and the dilution to new investors by \$0.83 per share, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each \$1.00 decrease in the assumed initial public offering price of \$17.00 per share would decrease our pro forma as adjusted net tangible book value per share after this offering by \$0.16 per share and the dilution to new investors by \$0.84 per share, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase of 1,000,000 shares in the number of shares of common stock offered by us would increase the pro forma as adjusted net tangible book value by \$0.51 per share and decrease the dilution to new investors by \$0.51 per share, assuming the assumed initial public offering price remains the same and after deducting underwriting discounts and commissions. Similarly, each decrease of 1,000,000 shares in the

number of shares of common stock offered by us would decrease the pro forma as adjusted net tangible book value by \$0.55 per share and increase the dilution to new investors by \$0.55 per share, assuming the assumed initial public offering price remains the same and after deducting underwriting discounts and commissions.

If the underwriters' option to purchase 660,000 additional shares to cover over-allotments is exercised in full, the pro forma as adjusted net tangible book value per share after giving effect to this offering would be \$2.22 per share, representing an immediate increase to existing stockholders of \$2.98 per share, and immediate dilution to new investors in this offering of \$14.78 per share.

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The following table summarizes, as of September 30, 2015, on the pro forma as adjusted basis described above:

the total number of shares of common stock purchased from us by our existing stockholders and by new investors purchasing shares in this offering;

the total consideration paid to us by our existing stockholders and by new investors purchasing common stock in this offering, assuming an initial public offering price of \$17.00 per share, the midpoint of the range set forth on the cover page of this prospectus, before deducting underwriting discounts and commissions and estimated offering expenses payable by us in connection with this offering; and

the average price per share paid by existing stockholders and by new investors purchasing shares in this offering.

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing stockholders	21,988,514	83.3%	\$ 91,071,385	54.9%	\$ 4.14
New investors	4,400,000	16.7	74,800,000	45.1	17.00
Total	26,388,514	100.0%	\$ 165,871,385	100.0%	

The tables and calculations above are based on 21,988,514 shares of common stock outstanding as of September 30, 2015, and exclude:

3,909,871 shares of common stock issuable upon the exercise of outstanding stock options as of September 30, 2015, with a weighted-average exercise price of \$5.95 per share;

103,332 shares of common stock issuable upon the exercise of outstanding warrants as of September 30, 2015, with a weighted-average exercise price of \$2.11 per share;

373,985 shares of common stock reserved for future issuance under our 2010 Equity Incentive Plan as of September 30, 2015, of which stock options to purchase an aggregate of 313,661 shares of common stock were granted subsequent to September 30, 2015, with an exercise price of \$14.25 per share; all shares reserved for future issuance and not subject to an outstanding stock option will cease to be available for issuance at the time our 2015 Equity Incentive Plan becomes effective in connection with this offering;

2,000,000 shares of common stock reserved for future issuance under our 2015 Equity Incentive Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this plan, which will become effective upon the execution of the underwriting agreement for this offering; and

333,333 shares of common stock reserved for future issuance under our 2015 Employee Stock Purchase Plan, as well as any automatic increases in the number of shares of common stock reserved for future issuance under this plan, which will become effective upon the execution of the underwriting agreement for this offering.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$17.00 per share would increase (decrease) the total consideration paid to us by new investors by \$4.1 million assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and before deducting underwriting discounts and commissions and estimated expenses payable by us.

To the extent any outstanding options or warrants are exercised, new options are issued under our equity incentive plans, or we issue additional shares of common stock in the future, there will be further dilution to investors participating in this offering. If all outstanding options and warrants as of September 30, 2015 were exercised, then our existing stockholders, including the holders of these options and warrants, would own 85.5% and new investors would own 14.5% of the total number of shares of common stock outstanding upon the closing of this offering.

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You should read the selected consolidated financial data below in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements, related notes and other financial information included elsewhere in this prospectus. The selected consolidated financial data in this section are not intended to replace the consolidated financial statements and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this prospectus.

The following selected consolidated statements of operations data for the years ended December 31, 2013 and 2014 and the consolidated balance sheet data as of December 31, 2013 and 2014 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of operations data for the year ended December 31, 2012 has been derived from our audited financial statements not included in this prospectus. The consolidated statements of operations data for the nine months ended September 30, 2014 and 2015 and the consolidated balance sheet data as of September 30, 2015 are derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus. Our unaudited interim consolidated financial statements were prepared on a basis consistent with our audited consolidated financial statements and include, in our opinion, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of the financial information set forth in those statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future.

	Year Ended December 31,			Nine Months Ended	
	2012	2013	2014	September 30,	September 30,
				2014	2015
	(unaudited)				
	(in thousands, except per share data)				
Consolidated Statements of Operations Data:					
Revenue:					
Subscription and support	\$ 7,403	\$ 22,456	\$ 38,093	\$ 26,328	\$ 43,557
Professional services and other	1,371	3,599	6,259	4,288	7,839
Total revenue	8,774	26,055	44,352	30,616	51,396
Cost of revenue:					
Subscription and support ⁽¹⁾⁽²⁾	4,346	8,581	12,131	8,331	12,520
Professional services and other ⁽¹⁾	2,748	2,039	2,982	1,979	4,717
Total cost of revenue	7,094	10,620	15,113	10,310	17,237
Gross profit	1,680	15,435	29,239	20,306	34,159
Operating expenses:					
Sales and marketing ⁽¹⁾⁽²⁾	11,912	20,702	35,390	22,335	38,303
Research and development ⁽¹⁾⁽²⁾⁽³⁾	4,698	11,242	21,290	12,184	17,441

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General and administrative ⁽¹⁾⁽²⁾	3,411	5,321	11,268	6,890	18,475
Total operating expenses	20,021	37,265	67,948	41,409	74,219
Loss from operations	(18,341)	(21,830)	(38,709)	(21,103)	(40,060)
Other income (expense):					
Interest income	8	22	32	30	13
Interest expense	(7)	(150)	(136)	(96)	(72)
Change in fair value of warrant liability	(199)	(545)	(2,518)	(2,219)	(536)
Other income (expense), net	3	4	(39)	12	(161)
Total other expense, net	(195)	(669)	(2,661)	(2,273)	(756)
Loss before income taxes	(18,536)	(22,499)	(41,370)	(23,376)	(40,816)
Income tax expense			(57)	(7)	(40)
Net loss	\$(18,536)	\$(22,499)	\$(41,427)	\$(23,383)	\$(40,856)

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	Year Ended December 31,			Nine Months Ended September 30,	
	2012	2013	2014	2014	2015
	(in thousands, except per share data)				
Deemed dividends to investors	\$	\$ (353)	\$	\$	\$ (632)
Net loss attributable to common stockholders	\$ (18,536)	\$ (22,852)	\$ (41,427)	\$ (23,383)	\$ (41,488)
Net loss per common share attributable to common stockholders, basic and diluted ⁽⁴⁾	\$ (5.36)	\$ (6.26)	\$ (7.50)	\$ (4.37)	\$ (6.61)
Weighted average common shares used in computing basic and diluted net loss per common share attributable to common stockholders ⁽⁴⁾	3,456	3,650	5,525	5,356	6,279
Pro forma net loss per common share attributable to common stockholders, basic and diluted (unaudited) ⁽⁴⁾			\$ (2.01)		\$ (1.90)
Pro forma weighted average common shares used in computing basic and diluted net loss per common share attributable to common stockholders (unaudited) ⁽⁴⁾			20,657		21,784

(1) Includes stock-based compensation as follows:

	Year Ended December 31,			Nine Months Ended September 30,	
	2012	2013	2014	2014	2015
	(in thousands)				
Cost of revenue:					
Subscription and support	\$ 7	\$ 28	\$ 258	\$ 24	\$ 106
Professional services and other	5	8	39	24	103
Sales and marketing	473	1,597	2,877	174	768
Research and development	442	1,585	3,971	307	871
General and administrative	910	374	1,053	327	5,851
Total stock-based compensation	\$ 1,837	\$ 3,592	\$ 8,198	\$ 856	\$ 7,699

(2) Includes payroll tax expense on secondary stock purchase transactions as follows:

	Year Ended December 31,			Nine Months Ended September 30,	
	2012	2013	2014	2014	2015
	(in thousands)				
Cost of revenue:					
Subscription and support	\$	\$	\$ 30	\$	\$
Professional services and other					
Sales and marketing	57	267	461		
Research and development	57	267	653		
General and administrative	104		81		1,327
Total payroll tax expense on secondary stock purchase transactions					
	\$ 218	\$ 534	\$ 1,225	\$	\$ 1,327

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(3) Includes amortization of acquisition-related intangibles as follows:

	Year Ended December 31,			Nine Months Ended September 30, 2015	
	2012	2013	2014	2014	2015
	(in thousands)				
Cost of revenue:					
Subscription and support	\$	\$	\$	\$	\$
Professional services and other					
Sales and marketing					
Research and development			6	4	7
General and administrative					
Total amortization of acquisition-related intangibles	\$	\$	\$ 6	\$ 4	\$ 7

(4) See Note 1 to our consolidated financial statements for an explanation of the method used to calculate basic, diluted and pro forma net loss per common share attributable to common stockholders.

	As of December 31,		As of
	2013	2014	September 30, 2015
	(in thousands)		
Consolidated Balance Sheet Data:			
Cash and cash equivalents	\$ 13,138	\$ 43,915	\$ 31,770
Working capital, excluding deferred revenue	22,023	47,440	38,298
Total assets	41,169	67,026	64,204
Deferred revenue	19,466	31,954	57,750
Total liabilities	35,155	53,568	79,469
Redeemable convertible preferred stock	49,092	88,989	93,770
Total stockholders' deficit	(43,078)	(75,531)	(109,035)
Non-GAAP Financial Measures			

In addition to our results determined in accordance with U.S. generally accepted accounting principles, or GAAP, we believe the following non-GAAP measures are useful in evaluating our operating performance. We regularly review the measures set forth below as we evaluate our business.

Year Ended December 31,	Nine Months Ended September 30,
-------------------------	------------------------------------

	2012	2013	2014	2014	2015
			(unaudited)		
			(in thousands)		
Other Financial Data:					
Non-GAAP operating loss ⁽¹⁾	\$ (16,286)	\$ (17,704)	\$ (29,280)	\$ (20,243)	\$ (31,027)
Free cash flow ⁽²⁾	(8,945)	(9,631)	(22,798)	(8,281)	(11,446)

(1) We define non-GAAP operating loss as operating loss before stock-based compensation, payroll tax expense on secondary stock purchase transactions and amortization of acquisition-related intangibles.

(2) We define free cash flow as net cash provided by (used in) operating activities less purchases of property and equipment, net of proceeds from disposals of property and equipment.

We believe non-GAAP operating loss and free cash flow provide investors and other users of our financial information consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations. We believe non-GAAP operating loss is useful in evaluating our operating performance compared to that of other companies in our industry, as this metric generally eliminates the effects of certain items that may vary for different companies for reasons unrelated to overall operating performance. We consider free cash flow to be an important measure because it measures the amount of cash we generate and

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reflects changes in working capital. While our free cash flow is expected to be largely negative in the near future, we manage our business to it by employing a conservative operating philosophy in terms of the use of cash. We have raised approximately \$90 million in cash to capitalize our business since inception. We use non-GAAP operating loss and free cash flow in conjunction with traditional GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance.

Our definitions may differ from the definitions used by other companies and therefore comparability may be limited. In addition, other companies may not publish these or similar metrics. Thus, our non-GAAP operating loss and free cash flow should be considered in addition to, not as substitutes for, or in isolation from, measures prepared in accordance with GAAP.

We compensate for these limitations by providing investors and other users of our financial information, reconciliations of non-GAAP operating loss to the related GAAP financial measure, loss from operations and reconciliations of free cash flow to the related GAAP financial measure net cash provided by (used in) operating activities. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure and to view non-GAAP operating loss and free cash flow in conjunction with the related GAAP financial measure.

The following table provides a reconciliation of loss from operations to non-GAAP operating loss:

	Year Ended December 31,			Nine Months Ended	
	2012	2013	2014	September 30,	2015
	(unaudited)				
	(in thousands)				
Loss from operations	\$ (18,341)	\$ (21,830)	\$ (38,709)	\$ (21,103)	\$ (40,060)
Stock-based compensation	1,837	3,592	8,198	856	7,699
Payroll tax expense on secondary stock purchase transactions	218	534	1,225		1,327
Amortization of acquisition-related intangibles			6	4	7
Non-GAAP operating loss	\$ (16,286)	\$ (17,704)	\$ (29,280)	\$ (20,243)	\$ (31,027)

The following table provides a reconciliation of net cash provided by operating activities to free cash flow.

	Year Ended December 31,			Nine Months Ended	
	2012	2013	2014	September 30,	2015
	(unaudited)				

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	(in thousands)				
Net cash provided by (used in) operating activities	\$ (7,946)	\$ (8,634)	\$ (20,395)	\$ (6,468)	\$ (7,036)
Less: purchases of property and equipment	999	997	2,440	1,828	4,463
Plus: proceeds from disposals of property and equipment			37	15	53
Free cash flow	\$ (8,945)	\$ (9,631)	\$ (22,798)	\$ (8,281)	\$ (11,446)

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this prospectus. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere particularly in the section titled "Risk Factors" and elsewhere in this prospectus.

Overview

We provide an innovative, cloud-based learning management platform for academic institutions and companies worldwide. We built our learning management applications, Canvas, for the education market, and Bridge, for the corporate market, to enable our customers to easily develop, deliver and manage engaging face-to-face and online learning experiences. Our platform combines powerful, elegant and easy-to-use functionality with the reliability, security, scalability and support required by our customers.

We offer our platform through a Software-as-a-Service, or SaaS, business model. Customers can rapidly deploy our applications with minimal upfront implementation. Customers also benefit from automatic software updates with virtually no downtime. Our SaaS business model substantially reduces the need for our customers to buy and support a broad range of IT infrastructure, and significantly reduces the cost, complexity and disruptions associated with implementations and upgrades of on-premise software.

We were founded in 2008, and in 2011, we launched Canvas, with the goal to make teaching and learning easier. Initially, we focused on the U.S. education market, targeting colleges and universities. In 2012, we expanded our focus to include the K-12 market in the United States. We opened our international headquarters in London, England in June 2014 and have offices in Sydney, Australia and Hong Kong. To date, a substantial majority of our revenue has been derived from our sales of Canvas to the U.S. education market. While our initial efforts were focused on the education market, we discovered that companies also needed a cloud-based learning management platform to enable them to better train their employees. Our initial corporate customers licensed Canvas for this purpose. In February 2015, we launched Bridge to enable companies to further realize the benefits of our cloud-based platform with an application specifically designed to address their needs. As a result of its recent launch, we have not yet generated significant sales of Bridge.

We sell our applications and services primarily through a direct sales force and we engage in a variety of traditional and online marketing activities designed to provide sales lead generation, sales support and market awareness. A majority of our academic customers implement Canvas widely within their institutions and across school districts. This approach to wide initial deployments allows us to efficiently and broadly promote adoption and utilization of Canvas by students and faculty. Our corporate customers generally implement Canvas, and now Bridge, by way of initial deployments across a functional area, before purchasing additional seats and expanding within the organization. We believe there is a significant opportunity to continue to penetrate our existing corporate customers and expand the use of Bridge within these customers.

As of September 30, 2015, we have grown to serve more than 1,600 customers, representing colleges, universities, K-12 school districts, and companies in more than 25 countries. Our customers range from a single school to large

corporations and academic institutions and accordingly our total contract values range from thousands of dollars to several million dollars. We generally define a customer as an entity with a subscription contract as of the measurement date. In situations where there is a single contract that applies to entities with multiple subsidiaries or divisions, universities, or governmental organizations, only the entity that has contracted for our platform is counted as a customer. For example, a contracting school district is counted as a single

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customer even though the school district encompasses multiple schools. In 2014, no single customer represented more than 10% of our revenue.

Our subscription fee includes the use of our platform and our technical support and is based on the number of users. We also generate revenue from training, implementation services and other types of professional services. We have experienced net revenue retention rates of over 100% at each of December 31, 2012, 2013 and 2014. For 2012, 2013 and 2014, our revenue was \$8.8 million, \$26.1 million and \$44.4 million, respectively, representing year-over-year growth of 197% and 70%. For 2012, 2013 and 2014, our net losses were \$18.5 million, \$22.5 million and \$41.4 million, respectively. For the nine months ended September 30, 2015, our revenue was \$51.4 million and we incurred a net loss of \$40.9 million.

Our Business Model

Since we introduced Canvas in February 2011, we have grown to over 1,600 customers as of September 30, 2015. Our business model focuses on maximizing the lifetime value of a customer relationship and we continue to make significant investments in order to grow our customer base. These investments include significant upfront costs, including direct sales and marketing expenses, such as sales commissions, and costs related to initial training, implementation and consulting services, which are generally expensed in the period incurred. The majority of our sales and marketing costs are related to the acquisition of new customers. However, due to our subscription model, we recognize revenue ratably over the term of the subscription period. As a result, the profitability of a customer to our business in any particular period, depends in part upon how long a customer has been a subscriber. In general, the associated upfront costs with respect to new customers is higher in the first year than the aggregate revenue we recognize from those new customers in the first year, even after the recognition of professional services revenue. We believe that, over time, as our customer base grows and a relatively higher percentage of our revenue is attributable to renewals versus new customers or upsells to existing customers, associated sales and marketing and other allocated upfront costs as a percentage of revenue will decrease.

To provide a better understanding of our business model, we are providing our calculation of contribution margin percentage for the nine months ended September 30, 2015 for a set of customer cohorts. Each cohort is comprised of the customers who commenced their application subscriptions in a particular year. As we introduced Canvas in February 2011, 2011 comprises the earliest customer cohort. We believe this cohort analysis will help investors understand the potential long-term value of our customers.

We define contribution margin for a period as the revenue recognized from the customer cohort in such period less the estimated, allocated variable costs for the period associated with such revenue. The costs allocated to customers include personnel costs associated with the sales and marketing teams that support the customer, such as salaries, commissions and allocated management overhead expenses. As the majority of our sales and marketing costs are related to the acquisition of new customers, these costs are mainly allocated to the newest cohort in a given period, with the exception for commissions relating to upsells, which are matched to the applicable cohort. Costs allocated to customers also include the costs associated with use of our technology infrastructure and web hosting, and personnel costs associated with operations, professional services and customer success teams that support the customer. These costs are allocated based on usage, number of support tickets and overall support provided. Personnel costs exclude stock-based compensation expense. In addition, we exclude all research and development and general and administrative expenses from this analysis because these expenses support the growth of our business generally. We define contribution margin percentage as contribution margin divided by revenue associated with such cohort in a given period.

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The following table shows contribution margin percentage of each customer cohort during the nine months ended September 30, 2015:

	Customer Cohort				
	2011	2012	2013	2014	2015
Contribution margin	57%	65%	65%	53%	(182)%

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Contribution margin percentage for the 2012 and 2013 cohorts was higher for the nine months ended September 30, 2015 relative to the 2011 cohort primarily due to price increases we implemented for Canvas customers with application subscription commencement dates in 2012 and 2013. Contribution margin percentage for the 2014 cohort was lower for the nine months ended September 30, 2015 relative to the 2012 and 2013 cohorts primarily due to a higher portion of the 2014 cohort revenue being professional service revenue. Our professional service offerings have a lower gross margin than our subscription offering. Contribution margin percentage for the 2015 cohort was lower for the nine months ended September 30, 2015 relative to all other cohorts primarily due to the allocation of sales and marketing costs related to customer acquisition.

The contribution margin of our customer cohorts will fluctuate from one period to another depending upon the number of customers remaining in each cohort, upsells of additional features and applications, and changes in customer subscription fees, as well as changes in our variable costs. We may not experience similar financial outcomes from new future customers who subscribe to our applications. We do not yet have enough operating history to measure the lifetime of our customer relationships. Therefore, we cannot predict the average duration of a customer relationship in any of the above cohorts.

The allocated expenses or relationship of revenue to variable costs is not necessarily indicative of future performance and we cannot predict whether future contribution margin analyses will be similar to the above analysis. Other companies may calculate contribution margin differently than our chosen method and, therefore, may not be directly comparable. We have not yet achieved profitability, and even if our revenue exceeds these variable costs over time, we may not be able to achieve and maintain profitability.

Key Factors Affecting Our Performance

Investment in Sales and Marketing Organization

We continue to invest in our sales and marketing organization to drive additional revenue and support the growth of our customer base. Any investments we make in our sales and marketing organization will occur in advance of experiencing any benefits from such investments, so it may be difficult for us to determine if we are efficiently allocating our resources in these areas. We plan to continue to expand sales and marketing to grow our customer base and increase sales to existing customers. This expansion is expected to include adding sales personnel and expanding our marketing activities to continue to generate additional leads and build brand awareness.

We intend to expand and continue to invest in our international sales and marketing organization, which we believe will be an important factor in our continued growth. As we grow internationally, we may use reseller partnerships as needed to penetrate new markets. In 2014 and the nine months ended September 30, 2015, 4% and 6%, respectively, of our revenue was derived from outside the United States. Our international operations are relatively new and we have limited experience operating in international markets, which increases the risk that our international expansion efforts may not be successful.

Investment in Technology

We have aggressively invested, and intend to continue to invest, in developing technology to support our growth. We expect our research and development expenses to increase as we expand headcount. While we invest heavily in research and development, we have also built a foundation for innovation through our approach to the learning management system as a learning platform. However, our investments in research and development may result in

enhancements or new applications that may not achieve market adoption, are more expensive to develop than anticipated, may take longer to generate revenue or may generate less revenue than we anticipate.

Net Revenue Retention Rate

We calculate our net revenue retention rate by dividing the total revenue obtained from a particular customer in a given month by the total revenue from that customer from the same month in the immediately

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preceding year. This calculation contemplates all changes to revenue for the designated customer, which includes customer terminations, changes in quantities of users, changes in pricing, additional applications purchased or applications no longer used. We calculate the net revenue retention for our entire customer base at a given point in time. We believe our net revenue retention rate is an important metric to measure the long-term value of customer agreements and our ability to retain our customers. Our net revenue retention rate was over 100% at each of December 31, 2013 and 2014 and at each of September 30, 2014 and 2015.

Backlog

Backlog represents future non-cancellable amounts to be invoiced under our agreements. We have generally signed multiple year subscription contracts for our applications. For these agreements, it is common to invoice an initial amount at contract signing followed by subsequent periodic invoices, generally annually. At any point in the contract term, there can be amounts that we have not yet been contractually able to invoice. Until such time as these amounts are invoiced, they are not recorded in revenue, deferred revenue, accounts receivable or elsewhere in our consolidated financial statements, and are considered by us to be backlog. Multiple-year payments are recorded as deferred revenue until recognized as revenue according to our revenue recognition policies and are not considered a component of backlog. As of December 31, 2013 and 2014 and September 30, 2015, we had backlog of approximately \$72.8 million, \$113.2 million and \$143.3 million, respectively. We expect backlog to fluctuate up or down from period to period for several reasons, including the timing and duration of customer contracts, varying billing cycles and the timing of customer renewals.

In addition, our deferred revenue consists of amounts that have been invoiced but that have not yet been recognized as revenue as of the end of a reporting period. The majority of our deferred revenue balance consists of subscription and support revenue that is recognized ratably over the contractual period. Together, the sum of deferred revenue and backlog represents our total billed and unbilled contract value, and provides significant visibility into future revenue streams. As of December 31, 2012 and 2013, the portion of backlog to be recognized in the following year plus the short-term deferred revenue balance accounted for approximately 67% and 70%, respectively, of the following year's revenue.

Focus on Free Cash Flow

We define free cash flow as cash provided by (used in) operating activities less purchase of property, equipment, and other assets. We consider free cash flow to be an important measure that we are focused on to run our business. While our free cash flow is expected to be largely negative in the near future, we manage our business to it by employing a conservative operating philosophy in terms of the use of cash. We have raised approximately \$90 million in cash to capitalize our business since inception. For more information about free cash flow, see the section titled "Selected Consolidated Financial Data - Non-GAAP Financial Measures."

Financial Operations Overview

Revenue

We generate revenue primarily from two main sources: (1) subscription and support revenue, which is comprised of SaaS fees from customers accessing our learning management systems and from customers purchasing additional support beyond the standard support that is included in the basic SaaS fees; and (2) related professional services revenue, which is comprised of training, implementation services and other types of professional services.

Subscription revenue is derived from customers using our cloud-based learning platform and is driven primarily by the number of customers, the number of users at each customer, the price of our applications, and to a lesser extent historically, renewal rates. Support revenue is derived from customers purchasing additional support

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beyond the standard support that is included in the basic SaaS fee. Our contracts typically vary in length between one and five years. Subscriptions and support are non-cancelable and are billed in advance on an annual basis. All subscription and support fees billed are initially recorded in deferred revenue and recognized ratably over the subscription term. Amounts that have not been billed are not reflected in our consolidated financial statements.

Professional services and other revenue are derived primarily from implementation, training, and other consulting fees. Our standard implementation takes anywhere from 30 to 90 days depending on customer-side complexity and timelines. It includes regularly scheduled and highly-structured activities to ensure customers progress toward actually using our applications. Most of these interactions take place over the phone and through the use of web meeting technology. Implementation revenue is recorded over the longer of the contract term or the estimated customer life.

We include training with every implementation and offer additional training for a fee. The training offered is focused on creating confidence among users so they can be successful with our applications. Most training is performed remotely using web meeting technology. Because we have an established standalone value, we record training revenue upon the delivery of the training.

In addition to our implementation and training offerings, we provide consulting services for custom application development, integrations, content services and change management consulting. These services are architected to boost customer adoption of our applications and to drive usage of features and capabilities that are unique to our company. We have an established standalone value for these services. In situations where we are unable to utilize the proportional performance method, for example due to either the lack of adequate documentation of time incurred or to be incurred, we recognize revenue based on the milestone method if individual milestones with substantive value to the customer exist. If neither of these two methods is able to be utilized, revenue recognition is deferred until the contract is completed.

Cost of Revenue

Cost of subscription and support revenue consists primarily of the costs of our managed hosting provider and other third-party service providers, employee-related costs including payroll, benefits and stock-based compensation expense for our operations and customer support teams, amortization of capitalized software development costs and acquired technology, and allocated overhead costs, which we define as rent, facilities and costs related to information technology, or IT.

Cost of professional services and other revenue consists primarily of personnel costs of our professional services organization, including salaries, benefits, travel, bonuses and stock-based compensation, as well as allocated overhead costs.

Operating Expenses

Sales and Marketing. Sales and marketing expenses consist primarily of personnel costs of our sales and marketing employees, including sales commissions and incentives, benefits and stock-based compensation expense, marketing programs, including lead generation, costs of our annual InstructureCon user conference and allocated overhead costs. We immediately expense sales commissions related to acquiring new customers and upsells from existing customers. We expect sales and marketing expenses will increase as a result of hiring net new quota-carrying sales representatives inside and outside the United States, adding to the marketing staff and expanding our annual InstructureCon user conference and potentially adding other annual conferences. Over time, we expect sales and

marketing expenses will decline as a percentage of total revenue.

Research and Development. Research and development expenses consist primarily of personnel costs of our development team, including payroll, benefits and stock-based compensation expense and allocated overhead costs. We capitalize certain software development costs that are attributable to developing new applications,

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features and adding incremental functionality to our platform and amortize such costs as costs of subscription revenue over the estimated life of the new application or incremental functionality, which is generally three years. We expect research and development expenses to increase in absolute dollars as we continue to increase the functionality of our software platform.

General and Administrative. General and administrative expenses consist of personnel costs and related expenses for executive, finance, legal, human resources, recruiting, employee-related information technology, administrative personnel, including payroll, benefits and stock-based compensation expense; professional fees for external legal, accounting and other consulting services; and allocated overhead costs. We expect that general and administrative expenses will increase on an absolute dollar basis but decrease as a percentage of total revenue as we focus on processes, systems and controls to enable our internal support functions to scale with the growth of our business. We also anticipate increases to general and administrative expenses as we incur the costs of compliance associated with being a publicly-traded company, including legal, audit and consulting fees.

Other Income (Expense)

Other income (expense) consists primarily of interest expense and the change in fair value of warrant liability which is subject to mark-to-market adjustments as of each reporting period. In February 2015, preferred stock warrants were exercised which resulted in the reclassification of the warrant liability of \$3.9 million to additional paid-in capital. We have historically had a minimal amount of debt outstanding on which we pay interest. As we have expanded our international operations our exposure to fluctuations in foreign currencies has increased.

Income Tax Expense

We are subject to income taxes in the United States and foreign jurisdictions in which we do business. These foreign jurisdictions have statutory tax rates different from those in the United States. Accordingly, our effective tax rates will vary depending on the relative proportion of foreign to U.S. income and changes in tax laws.

Table of Contents**Index to Financial Statements****Results of Operations**

The following tables set forth certain consolidated financial data in dollar amounts and as a percentage of total revenue.

	Year Ended		Nine Months	
	December 31,	2014	Ended September 30,	2015
	2013		2014	(unaudited)
	(in thousands)			
Revenue:				
Subscription and support	\$ 22,456	\$ 38,093	\$ 26,328	\$ 43,557
Professional services and other	3,599	6,259	4,288	7,839
Total revenue	26,055	44,352	30,616	51,396
Cost of revenue:				
Subscription and support	8,581	12,131	8,331	12,520
Professional services and other	2,039	2,982	1,979	4,717
Total cost of revenue	10,620	15,113	10,310	17,237
Gross profit	15,435	29,239	20,306	34,159
Operating expenses:				
Sales and marketing	20,702	35,390	22,335	38,303
Research and development	11,242	21,290	12,184	17,441
General and administrative	5,321	11,268	6,890	18,475
Total operating expenses	37,265	67,948	41,409	74,219
Loss from operations	(21,830)	(38,709)	(21,103)	(40,060)
Other income (expense):				
Interest income	22	32	30	13
Interest expense	(150)	(136)	(96)	(72)
Change in fair value of warrant liability	(545)	(2,518)	(2,219)	(536)
Other income (expense), net	4	(39)	12	(161)
Total other expense, net	(669)	(2,661)	(2,273)	(756)
Loss before income taxes	(22,499)	(41,370)	(23,376)	(40,816)
Income tax expense		(57)	(7)	(40)

Net loss	\$ (22,499)	\$ (41,427)	\$ (23,383)	\$ (40,856)
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	Year Ended December 31,		Nine Months Ended	
	2013	2014	2014	2015
	(as a percentage of total revenue)			
Revenue:				
Subscription and support	86%	86%	86%	85%
Professional services and other	14	14	14	15
Total revenue	100	100	100	100
Cost of revenue:				
Subscription and support	33	27	27	24
Professional services and other	8	7	6	9
Total cost of revenue	41	34	34	34
Gross profit	59	66	66	66
Operating expenses:				
Sales and marketing	79	80	73	75
Research and development	43	48	40	34
General and administrative	20	25	23	36
Total operating expenses	142	153	135	144
Loss from operations	(83)	(87)	(69)	(78)
Other income (expense):				
Interest income	0	0	0	0
Interest expense	(1)	0	(0)	(0)
Change in fair value of warrant liability	(2)	(6)	(7)	(1)
Other income (expense), net	0	0	0	(0)
Total other expense, net	(3)	(6)	(7)	(1)
Loss before income taxes	(86)	(93)	(76)	(79)
Income tax expense		0	(0)	(0)
Net loss	(86)%	(93)%	(76)%	(79)%

Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2015***Revenue***

	Nine Months Ended		Change	
	September 30, 2014	September 30, 2015	Amount	%
	(dollars in thousands)			
Subscription and support	\$ 26,328	\$ 43,557	\$ 17,229	65%
Professional services and other	4,288	7,839	3,551	83
Total revenue	\$ 30,616	\$ 51,396	\$ 20,780	68

Subscription and support revenue increased \$17.2 million for the nine months ended September 30, 2015 primarily due to an increase in the total number of customers, which grew from approximately 850 as of September 30, 2014 to over 1,600 as of September 30, 2015.

Professional services and other revenue increased \$3.6 million for the nine months ended September 30, 2015 primarily due to an increase in new customers and the sale of premium implementations, which include additional professional services and onsite training.

Table of Contents**Index to Financial Statements*****Cost of Revenue and Gross Margin***

	Nine Months Ended		Change	
	September 30, 2014	2015	Amount	%
(dollars in thousands)				
Cost of revenue:				
Subscription and support	\$ 8,331	\$ 12,520	\$ 4,189	50%
Professional services and other	1,979	4,717	2,738	138
Total cost of revenue	\$ 10,310	\$ 17,237	\$ 6,927	67
Gross margin percentage:				
Subscription and support revenue	68%	71%		
Professional services and other	54	40		
Total gross margin	66	66		

Total cost of revenue increased \$6.9 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs, web hosting costs and amortization of developed technology. Total gross margin remained constant as the impact of improved leverage of our web hosting costs relative to the growth in subscription and support revenue was offset by higher costs of professional services and other revenue.

Subscription and support cost of revenue increased \$4.2 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs, web hosting and third-party software license costs, amortization of developed technology and overhead allocations. Employee-related costs increased \$2.0 million as we continued to grow our customer support organization to support our customer growth and improve service levels and offerings. Web hosting and third-party software license costs increased \$1.7 million due to the increase in total customers. Amortization of capitalized software development costs increased \$0.3 million due to the continued development of our software platform. Allocated overhead expenses increased \$0.2 million primarily due to higher rent expense and the depreciation of capital equipment.

Professional services and other costs of revenue increased \$2.7 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs, travel costs, outside contractors and overhead allocations. Employee-related costs increased \$1.9 million as we continued to grow our professional services organization to support our customer growth and improve service levels and offerings. Travel costs increased \$0.3 million as our premium implementations provided for onsite training. Outside contractor costs increased \$0.3 million due to an increase in seasonal demand for training and professional services. Allocated overhead expenses increased \$0.2 million primarily due to higher rent expense and the depreciation of capital equipment.

Operating Expenses***Sales and Marketing***

	Nine Months Ended		Change	
	September 30,	September 30,	Amount	%
	2014	2015		
	(dollars in thousands)			
Sales and marketing	\$ 22,335	\$ 38,303	\$ 15,968	71%

Sales and marketing expenses increased \$16.0 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs and sales commissions, expansion of marketing programs to new international and corporate markets, travel and overhead. Employee-related costs and sales commissions increased \$11.5 million as a result of the hiring of additional employees and growth in our customer base. Marketing program costs increased \$2.5 million as we launched Bridge in February 2015, expanded into international markets, and increased attendance at InstructureCon, our annual user conference. Travel and other

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costs increased \$1.4 million as we continued to expand our sales and marketing organization to grow our customer base. Allocated overhead expenses increased \$0.6 million primarily due to higher rent expense and the depreciation of capital equipment.

Research and Development

	Nine Months Ended September 30,		Change	
	2014	2015	Amount	%
	(dollars in thousands)			
Research and development	\$ 12,184	\$ 17,441	\$ 5,257	43%

Research and development expenses increased \$5.3 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs as we continue to grow our engineering organization to develop new applications and continue to develop additional features for Canvas and Bridge.

General and Administrative

	Nine Months Ended September 30,		Change	
	2014	2015	Amount	%
	(dollars in thousands)			
General and administrative	\$ 6,890	\$ 18,475	\$ 11,585	168%

General and administrative expenses increased \$11.6 million for the nine months ended September 30, 2015 primarily due to an increase in employee-related costs, including stock-based compensation, information technology, travel and other expenses, third-party services and overhead allocations. Stock-based compensation increased \$6.7 million as a result of a non-cash expense associated with the purchase by an investor of common stock from current and former employees at a premium over fair value. Employee-related costs increased \$3.7 million as a result of the recruiting and hiring of additional employees. Our information technology expenses increased \$0.5 million as we continued to automate our internal systems. Travel and other expenses increased \$0.4 million primarily due to our continued growth and international expansion. Third-party services increased \$0.2 million due to tax and legal costs relating to our international expansion. Allocated overhead expenses increased \$0.1 million primarily due to higher rent expense and the depreciation of capital equipment.

Other Income (Expense)

	Nine Months Ended September 30,		Change	
	2014	2015	Amount	%
	(dollars in thousands)			
Other expense, net	\$ (2,273)	\$ (756)	\$ 1,517	(67)%

Other income (expense) includes interest income and expense, the change in fair value of warrant liability and the impact of foreign currency transaction gains and losses. Other expense decreased \$1.5 million for the nine months ended September 30, 2015 as the change in fair value of warrant liability decreased due to the exercise of the redeemable convertible preferred stock warrants in February 2015. The decrease in the change in fair value of warrant liability was offset by an increase in net foreign currency transaction losses.

Table of Contents**Index to Financial Statements****Year Ended December 31, 2013 Compared to the Year Ended December 31, 2014*****Revenue***

	Year Ended December 31,		Change	
	2013	2014	Amount	%
	(dollars in thousands)			
Subscription and support	\$ 22,456	\$ 38,093	\$ 15,637	70%
Professional services and other	3,599	6,259	2,660	74
Total revenue	\$ 26,055	\$ 44,352	\$ 18,297	70

Subscription and support revenue increased \$15.6 million during 2014 due to an increase throughout the year in total customers, which grew from over 490 as of December 31, 2013 to over 1,000 as of December 31, 2014.

Professional services and other revenue increased \$2.7 million primarily due to the increase in customers and from new customers purchasing premium implementations, which included additional professional services and onsite training.

Cost of Revenue and Gross Margin

	Year Ended December 31,		Change	
	2013	2014	Amount	%
	(dollars in thousands)			
Cost of revenue:				
Subscription and support	\$ 8,581	\$ 12,131	\$ 3,550	41%
Professional services and other	2,039	2,982	943	46
Total cost of revenue	\$ 10,620	\$ 15,113	\$ 4,493	42
Gross margin percentage:				
Subscription and support	62%	68%		
Professional services and other	43	52		
Total gross margin	59	66		

Total cost of revenue increased \$4.5 million from 2013 to 2014 primarily due to an increase in web hosting costs, employee-related costs, amortization of developed and acquired technology, allocated overhead expenses, third-party services and travel. The increase in gross margin was primarily driven by additional efficiencies in our web hosting as we added additional customers during the period, as well as improved efficiencies within our professional services organization.

Subscription and support cost of revenue increased \$3.6 million from 2013 to 2014 due to an increase in web hosting costs as a result of customer growth and corresponding headcount increases to service additional customers. Web hosting costs increased \$2.1 million due to growth in our customer base. Employee-related costs increased \$1.2 million as a result of the hiring of additional employees. Allocated overhead expenses increased \$0.2 million primarily due to higher rent expense and the depreciation of capital equipment. Amortization of capitalized software development costs increased \$0.1 million due to continued development of our software platform.

Professional services and other costs of revenue increased \$0.9 million from 2013 to 2014 primarily due to higher employee-related costs of \$0.7 million as a result of the hiring of additional employees. Third-party services increased \$0.1 million and travel costs increased \$0.1 million.

Table of Contents**Index to Financial Statements***Operating Expenses**Sales and Marketing*

	Year Ended December 31,		Change	
	2013	2014	Amount	%
	(dollars in thousands)			
Sales and marketing	\$ 20,702	\$ 35,390	\$ 14,688	71%

Sales and marketing expenses increased \$14.7 million from 2013 to 2014 primarily due to higher employee-related costs and sales commissions of \$10.2 million. Marketing and advertising costs increased \$1.6 million as a result of efforts to gain more market presence through increased exposure and an increase in attendees at our InstructureCon annual user conference. Travel costs increased \$1.3 million as a result of our higher customer base, along with sales and marketing activities expanding into the international markets. Allocated overhead costs increased by \$0.7 million related to higher rent expense and the depreciation of capital equipment. Third-party services increased \$0.5 million due to our international expansion and information technology expenses increased \$0.4 million as we continued to automate our internal systems.

Research and Development

	Year Ended December 31,		Change	
	2013	2014	Amount	%
	(dollars in thousands)			
Research and development	\$ 11,242	\$ 21,290	\$ 10,048	89%

Research and development expenses increased \$10.0 million from 2013 to 2014 primarily due to higher employee-related costs of \$8.4 million as a result of the hiring of additional employees as we continued to grow our engineering organization to develop new applications and continue to develop our existing software platform. Third-party services increased \$0.6 million related to additional software platform enhancement costs. Allocated overhead costs increased \$0.5 million primarily due to higher rent expense and the depreciation of capital equipment. Travel costs increased \$0.3 million primarily related to the opening of our Chicago office for developers and the 12 Spokes acquisition that included workforce throughout the United States. Information technology expenses increased \$0.2 million as we continued to automate our internal systems.

General and Administrative

	Year Ended December 31,		Change	
	2013	2014	Amount	%
	(dollars in thousands)			

General and administrative	\$ 5,321	\$ 11,268	\$ 5,947	112%
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General and administrative expenses increased \$5.9 million primarily due to higher employee-related costs of \$4.1 million as a result of hiring additional employees as we continued to grow our business and required additional personnel to support our expanded operations. Professional fees increased \$1.2 million a result of our international expansion, and legal and accounting services. Third-party enterprise software fees increased \$0.4 million as we required additional financial and other operating systems to support our expanded operations. Allocated overhead costs increased by \$0.2 million related to higher rent expense and the depreciation of capital equipment.

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Other Income (Expense)

	Year Ended		Change	
	December 31, 2013	2014	Amount	%
Other expense, net	\$ (669)	\$ (2,661)	\$ (1,992)	298%

Other expense, net increased \$2.0 million from 2013 to 2014 due to the expense recorded for the change in the fair value of warrant liability.

Table of Contents**Index to Financial Statements****Quarterly Results of Operations**

The following tables set forth our quarterly consolidated statements of operations for each of the four quarters in the year ended December 31, 2014 and the quarters ended March 31, June 30 and September 30, 2015, as well as the percentage of revenue that each line item represents for each quarter. We have prepared the quarterly consolidated statements of operations data on a basis consistent with the audited consolidated financial statements included elsewhere in this prospectus. In the opinion of management, the financial information reflects all adjustments, consisting only of normal recurring adjustments, which we consider necessary for a fair presentation of this data. This information should be read in conjunction with the audited consolidated financial statements and related notes included elsewhere in this prospectus. The results of historical periods are not necessarily indicative of the results for any future period.

	Three Months Ended						
	March 31,	June 30,	Sept. 30,	Dec. 31,	March 31,	June 30,	Sept. 30,
	2014	2014	2014	2014	2015	2015	2015
	(unaudited)						
	(in thousands)						
Revenue:							
Subscription and support	\$ 7,558	\$ 8,166	\$ 10,604	\$ 11,765	\$ 12,601	\$ 13,347	\$ 17,609
Professional services and other	1,052	1,400	1,836	1,971	2,024	2,530	3,285
Total revenue	8,610	9,566	12,440	13,736	14,625	15,877	20,894
Cost of revenue:							
Subscription and support ⁽¹⁾⁽²⁾	2,478	2,608	3,245	3,800	3,676	3,937	4,907
Professional services and other ⁽¹⁾	463	655	861	1,003	1,235	1,595	1,887
Total cost of revenue	2,941	3,263	4,106	4,803	4,911	5,532	6,794
Gross profit	5,669	6,303	8,334	8,933	9,714	10,345	14,100
Operating expenses:							
Sales and marketing ⁽¹⁾⁽²⁾	6,231	7,960	8,144	13,055	11,081	14,050	13,172
Research and development ⁽¹⁾⁽²⁾⁽³⁾	3,506	4,306	4,372	9,106	5,271	5,645	6,525
General and administrative ⁽¹⁾⁽²⁾	1,823	2,360	2,707	4,378	10,046	3,923	4,506
Total operating expenses	11,560	14,626	15,223	26,539	26,398	23,618	24,203
Loss from operations	(5,891)	(8,323)	(6,889)	(17,606)	(16,684)	(13,273)	(10,103)
Other income (expense):							
Interest income	18	10	2	2	3	4	6
Interest expense	(28)	(29)	(39)	(40)	(22)	(22)	(28)

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Change in fair value of warrant liability	(670)	(721)	(828)	(299)	(488)	(39)	(9)
Other income (expense), net	4	10	(2)	(51)	(119)	10	(52)
Total other expense, net	(676)	(730)	(867)	(388)	(626)	(47)	(83)
Loss before for income taxes	(6,567)	(9,053)	(7,756)	(17,994)	(17,310)	(13,320)	(10,186)
Income tax expense			(7)	(50)		(14)	(26)
Net loss	\$ (6,567)	\$ (9,053)	\$ (7,763)	\$ (18,044)	\$ (17,310)	\$ (13,334)	\$ (10,212)

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(1) Includes stock-based compensation as follows:

	Three Months Ended						
	March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
	(unaudited)						
	(in thousands)						
Cost of revenue:							
Subscription	\$ 4	\$ 6	\$ 14	\$ 234	\$ 24	\$ 33	\$ 49
Professional services and other	4	9	11	15	24	34	45
Sales and marketing	42	60	72	2,703	181	241	346
Research and development	45	116	146	3,664	240	287	344
General and administrative	84	121	122	726	5,460	163	228
Total stock-based compensation	\$ 179	\$ 312	\$ 365	\$ 7,342	\$ 5,929	\$ 758	\$ 1,012

(2) Includes payroll tax expense on secondary stock purchase transactions as follows:

	Three Months Ended						
	March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
	(unaudited)						
	(in thousands)						
Cost of revenue:							
Subscription	\$	\$	\$	\$ 30	\$	\$	\$
Professional services and other				461			
Sales and marketing				653			
Research and development				81	1,327		
General and administrative							
Total payroll tax expense on secondary stock purchase transactions	\$	\$	\$	\$ 1,225	\$ 1,327	\$	\$

(3) Includes amortization of acquisition-related intangibles as follows:

Three Months Ended

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March 31, June 30, Sept. 30, Dec. 31, March 31, June 30, Sept. 30,
2014 2014 2014 2014 2015 2015 2015
 (unaudited)
 (in thousands)

Cost of revenue:							
Subscription	\$	\$	\$	\$	\$	\$	\$
Professional services and other							
Sales and marketing							
Research and development		2	2	2	2	2	3
General and administrative							
Total amortization of acquisition-related intangibles	\$	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2	\$ 3

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	Three Months Ended						
	March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
(as a percentage of total revenue)							
Revenue:							
Subscription and support	88%	85%	85%	86%	86%	84%	84%
Professional services and other	12	15	15	14	14	16	16
Total revenue	100	100	100	100	100	100	100
Cost of Revenue:							
Subscription and support	29	27	26	28	25	25	23
Professional services and other	5	7	7	7	8	10	9
Total cost of revenue	34	34	33	35	33	35	32
Gross profit	66	66	67	65	67	65	68
Operating expenses:							
Sales and marketing	72	83	65	95	76	88	63
Research and development	41	45	35	66	36	36	31
General and administrative	21	25	22	32	69	25	22
Total operating expenses	134	153	122	193	181	149	116
Loss from operations	(68)	(87)	(55)	(128)	(114)	(84)	(48)
Other income (expense):							
Interest income	0	0	0	0	0	0	0
Interest expense	0	0	0	0	0	(0)	(0)
Change in fair value of warrant liability	(8)	(8)	(7)	(2)	(3)	(0)	(0)
Other income (expense), net	0	0	0	0	(1)	0	(0)
Total other expense, net	(8)	(8)	(7)	(2)	(4)	(0)	(0)

Loss before income taxes	(76)	(95)	(62)	(130)	(118)	(84)	(48)
Income tax expense			0	0		(0)	(0)
Net loss	(76)%	(95)%	(62)%	(130)%	(118)%	(84)%	(48)%

Three Months Ended

March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
(unaudited)						
(in thousands)						

Other Financial Data:

Non-GAAP operating loss ⁽¹⁾	\$ (5,712)	\$ (8,009)	\$ (6,522)	\$ (9,037)	\$ (9,426)	\$ (12,526)	\$ (9,088)
Free cash flow ⁽²⁾	(8,335)	(7,437)	7,491	(14,517)	(14,833)	(15,000)	18,387

- (1) We define non-GAAP operating loss as operating loss before stock-based compensation, payroll tax expense on secondary stock purchase transactions and amortization of acquisition-related intangibles. For more information about non-GAAP operating loss, see the section titled *Selected Consolidated Financial Data Non-GAAP Financial Measures*.
- (2) Free cash flow is a non-GAAP financial measure that we calculate as net cash provided by (used in) operating activities less purchases of property and equipment, net of proceeds from disposals of property and equipment. For more information about free cash flow, see the section titled *Selected Consolidated Financial Data Non-GAAP Financial Measures*.

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The following table provides a reconciliation of loss from operations to non-GAAP operating loss:

	Three Months Ended						
	March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
	(unaudited)						
	(in thousands)						
Loss from operations	\$ (5,891)	\$ (8,323)	\$ (6,889)	\$ (17,606)	\$ (16,684)	\$ (13,286)	\$ (10,103)
Stock-based compensation	179	312	365	7,342	5,929	758	1,012
Payroll tax expense on secondary stock purchase transactions				1,225	1,327		
Amortization of acquisition related intangibles		2	2	2	2	2	3
Non-GAAP operating loss	\$ (5,712)	\$ (8,009)	\$ (6,522)	\$ (9,037)	\$ (9,426)	\$ (12,526)	\$ (9,088)

The following table provides a reconciliation of net cash provided by (used in) operating activities to free cash flow:

	Three Months Ended						
	March 31, 2014	June 30, 2014	Sept. 30, 2014	Dec. 31, 2014	March 31, 2015	June 30, 2015	Sept. 30, 2015
	(unaudited)						
	(in thousands)						
Net cash provided by (used in) operating activities	\$ (8,073)	\$ (6,479)	\$ 8,084	\$ (13,927)	\$ (13,915)	\$ (12,797)	\$ 19,676
Less: purchases of property and equipment	264	964	600	612	927	2,212	1,324
Plus: proceeds from disposals of property and equipment	2	6	7	22	9	9	35
Free cash flow	\$ (8,335)	\$ (7,437)	\$ 7,491	\$ (14,517)	\$ (14,833)	\$ (15,000)	\$ 18,387

We have historically experienced some seasonality in terms of when we enter into customer agreements for our platform and applications, mostly around our academic customer's typical fiscal year end of June 30. This seasonality is reflected to a much lesser extent, and sometimes is not immediately apparent, in our revenue, because we recognize subscription revenue ratably over the term of the subscription. In addition, we may experience variances in total customers over a particular quarter for a variety of business reasons, and the extent to which we gain or lose customers over a particular quarter will not necessarily correlate to the changes in revenue in that quarter or in future periods. As a result, a slowdown in our ability to enter into customer agreements may not be apparent in our revenue for the quarter, as the revenue recognized in any quarter is primarily from customer agreements entered into in prior quarters. Historical patterns should not be considered a reliable indicator of our future sales activity or performance.

Our revenue has increased over the periods presented above due to the significant increase in our customer base. Our operating expenses generally have increased sequentially in every quarter primarily due to increases in headcount and other related expenses to support our growth. The increase in stock-based compensation for the three months ended December 31, 2014 and March 31, 2015 included an investor purchase of common stock from current and former employees at a premium over the fair value, which resulted in additional stock-based compensation. For further details, see Note 1 to our consolidated financial statements. We anticipate our operating expenses will continue to increase in absolute dollars in future periods as we invest in the long-term growth of our business.

Our gross margin has continually improved as a result of higher revenue, lower hosting costs as a percentage of revenue and the efficient delivery of professional services.

Table of Contents**Index to Financial Statements****Liquidity and Capital Resources**

As of September 30, 2015, we had \$31.8 million of cash and cash equivalents. We believe our cash and cash equivalents, cash flows from operations and available borrowings under our credit facility will be sufficient to support our planned operations for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, net revenue retention rates, the timing and extent of spending to support the expansion of sales and marketing and research and development activities, the introduction of new and enhanced offerings, and the continuing market acceptance of our platform. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, and intellectual property rights. We may be required to seek additional equity or debt financing. If additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results and financial condition may be adversely affected.

In June 2015, we entered into an amended and restated loan and security agreement, or credit facility, with Silicon Valley Bank. The agreement provides for up to \$15.0 million in revolving borrowings (subject to increase to \$25.0 million in the lender's sole discretion). Availability is subject to a formula based on our monthly recurring revenue. Advances under the credit facility accrue interest at a floating per year rate equal to the prime rate plus 0.5%. The credit facility terminates in June 2017, at which time the principal amount of all outstanding advances becomes due and payable. We are obligated to pay a fee equal to 0.25% per year, payable quarterly in respect of any unused borrowing capacity under the credit facility. As of September 30, 2015 we did not have any outstanding borrowing under the credit facility.

To secure our obligations under the credit facility, we granted Silicon Valley Bank a security interest in substantially all of our tangible and intangible assets, excluding intellectual property. The credit facility contains customary events of default, conditions to borrowing, and covenants, including restrictions on our ability to dispose of assets, make acquisitions, incur debt, incur liens and make distributions and dividends to stockholders. The agreement also includes a financial covenant requiring the achievement of minimum bookings on a trailing three month basis, tested monthly. During the continuance of an event of default, SVB may accelerate amounts outstanding, terminate the credit facility and foreclose on the collateral. As of the date of this prospectus, we were in compliance with all covenants under the terms of the credit facility.

The following table shows our cash flows for 2013, 2014 and the nine months ended September 30, 2014 and 2015:

	Year Ended		Nine Months	
	December 31,		Ended	
	2013	2014	2014	2015
			(unaudited)	
			(in thousands)	
Net cash used in operating activities	\$ (8,634)	\$		