

INSTRUCTURE INC

Form 4

May 24, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deeter Byron B

(Last) (First) (Middle)

C/O BESSEMER VENTURE
PARTNERS, 1865 PALMER
AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2016		M	5,469 A	5,469	D	
Common Stock					0 (2)	I	See Footnotes (2) (3)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	05/24/2016		M	5,469	(5) (5)	Common Stock	5,469

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Deeter Byron B C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X

Signatures

/s/ Matthew A. Kaminer,
Attorney-in-Fact
Date 05/24/2016

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The restricted stock units (the "RSU") convert into the Issuer's Common Stock on a one-for-one basis.

Bessemer Venture Partners VIII Institutional L.P. ("BVP Institutional") owns 1,485,487 shares of the Issuer's Common Stock and
(2) Bessemer Venture Partners VIII L.P. ("BVP VIII," and together with BVP Institutional, the "Bessemer Entities") owns 1,235,182 shares of the Issuer's Common Stock as of the date hereof.

The Reporting Person is a director of Deer VIII & Co. Ltd, which is the general partner of Deer VIII & Co. L.P., which is the general partner of the Bessemer Entities. The Reporting Person disclaims beneficial ownership of the securities held by the Bessemer Entities,
(3) except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VIII & Co. Ltd., his interest in Deer VIII & Co. L.P. and his indirect limited partnership interest in the Bessemer Entities. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

(4) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

(5) On November 12, 2015, the Reporting Person was granted an RSU for 16,406 shares of the Issuer's Common Stock, vesting annually for so long as the Reporting Person provides continuous service to the Issuer with (i) one-third vesting on the last market trading day

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immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015, which vesting date is May 24, 2016, and (ii) two-thirds vesting on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after November 12, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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