

INSTRUCTURE INC  
Form 3  
November 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol		
Â WATERHOUSE LLOYD G		(Month/Day/Year)	INSTRUCTURE INC [INST]		
(Last)	(First)	(Middle)	11/12/2015		
C/O INSTRUCTURE, INC., Â 6330 SOUTH 3000 EAST, SUITE 700		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)			(Check all applicable)		
SALT LAKE CITY, Â UT Â 84121		<input checked="" type="checkbox"/> Director		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
		<input type="checkbox"/> Officer		<input type="checkbox"/> Other	
		(give title below)		(specify below)	
				<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		or Indirect (1) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	21,875	\$ 0 (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERHOUSE LLOYD G C/O INSTRUTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	Â X	Â	Â	Â

## Signatures

/s/ Matthew A. Kaminer,  
Attorney-in-Fact

11/12/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Subject to the Reporting Person providing continuous service, the restricted stock units (the "RSU") shall vest annually with (i) 50% vesting on the last market trading day immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015 and (ii)
- (1) 50% vesting on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after the November 12, 2015.
  - (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.