

INSTRUCTURE INC  
Form 4  
November 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Marcus Adam D.

(Last) (First) (Middle)

C/O INSTRUMENT, INC., 6330  
SOUTH 3000 EAST, SUITE 700

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2015		C		112,096	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
							116,312
						I	By OpenView Affiliates Fund II, L.P. <u>(4)</u>
Common Stock	11/18/2015		C		168,898	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
							175,251
						I	By OpenView Affiliates Fund, L.P. <u>(4)</u>
Common Stock	11/18/2015		C		2,274,690	A	<u>(1)</u> <u>(2)</u>
							2,360,251
						I	By OpenView

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					<u>(3)</u>			Venture Partners II, L.P. <u>(4)</u>	
Common Stock	11/18/2015		C	2,217,888	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>	2,301,312	I	By OpenView Venture Partners, L.P. <u>(4)</u>

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					V	(A)	(D)				
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C		3,126		<u>(1)</u>	<u>(5)</u>	Common Stock	3,126
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C		4,710		<u>(1)</u>	<u>(5)</u>	Common Stock	4,710
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C		63,433		<u>(1)</u>	<u>(5)</u>	Common Stock	63,433
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C		61,849		<u>(1)</u>	<u>(5)</u>	Common Stock	61,849
	<u>(2)</u>	11/18/2015		C		92,090		<u>(2)</u>	<u>(5)</u>		92,090

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Series B Preferred Stock								Common Stock	
Series B Preferred Stock	(2)	11/18/2015	C	138,752	(2)	(5)		Common Stock	138,752
Series B Preferred Stock	(2)	11/18/2015	C	1,868,694	(2)	(5)		Common Stock	1,868,694
Series B Preferred Stock	(2)	11/18/2015	C	1,822,031	(2)	(5)		Common Stock	1,822,031
Series C Preferred Stock	(3)	11/18/2015	C	16,880	(3)	(5)		Common Stock	16,880
Series C Preferred Stock	(3)	11/18/2015	C	25,436	(3)	(5)		Common Stock	25,436
Series C Preferred Stock	(3)	11/18/2015	C	342,563	(3)	(5)		Common Stock	342,563
Series C Preferred Stock	(3)	11/18/2015	C	334,008	(3)	(5)		Common Stock	334,008

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marcus Adam D.  
C/O INSTRUMENT, INC.  
6330 SOUTH 3000 EAST, SUITE 700  
SALT LAKE CITY, UT 84121

X X

## Signatures

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

11/18/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series A Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (2) The Series B Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (3) The Series C Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (4) OpenView Management, LLC is the general partner of the general partner of each of OpenView Affiliates Fund II, L.P., OpenView Affiliates Fund, L.P., OpenView Venture Partners II, L.P. and OpenView Venture Partners, L.P. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities, except to the extent of his pecuniary interest therein.
- (5) Not applicable.

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