

Macfarlane Mitch
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Macfarlane Mitch

(Last) (First) (Middle)

C/O INSTRUCTURE, 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)

03/01/2018

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)

Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/01/2018 | | M | | 1,170 A \$ 49,751 | D | |
| Common Stock | 03/01/2018 | | F | | 344 D \$ 42.9 49,407 | D | |
| Common Stock | 03/01/2018 | | M | | 1,046 A \$ 50,453 | D | |
| Common Stock | 03/01/2018 | | F | | 308 D \$ 42.9 50,145 | D | |
| Common Stock | 03/01/2018 | | M | | 3,012 A \$ 53,157 | D | |

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Common Stock 03/01/2018 F 883 D \$ 42.9 52,274 D

Common Stock 70,778 I By The Great Basin Trust U/A 01/17/2017

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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | (2) | 03/01/2018 | | M | 1,170 | (3) | (3) | Common Stock | 1,170 |
| Restricted Stock Units | (2) | 03/01/2018 | | M | 1,046 | (4) | (4) | Common Stock | 1,046 |
| Restricted Stock Units | (2) | 03/01/2018 | | M | 3,012 | (5) | (5) | Common Stock | 3,012 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macfarlane Mitch C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121 | | | Chief Operating Officer | |

Signatures

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

03/06/2018

__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 Issuer's Common Stock on a one-for-one basis.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

- (3) On February 26, 2016, the Reporting Person was granted an RSU for 18,725 shares of the Issuer's Common Stock. The RSU vests in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of March 1, 2016 and 1/16th of the RSU on each quarterly anniversary of March 1, 2016 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of March 1, 2016.

- (4) On January 26, 2017, the Reporting Person was granted an RSU for 16,730 shares of the Issuer's Common Stock. The RSU shall vest in quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of March 1, 2017 and 1/16th of the RSU on each quarterly anniversary of March 1, 2017 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of March 1, 2017.

- (5) On February 3, 2017, the Reporting Person was granted an RSU for 12,048 shares of the Issuer's Common Stock. The RSU shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of March 1, 2017 and 1/16th of the total number of shares each quarterly anniversary of March 1, 2017 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of March 1, 2017.

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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