

INSTRUCTURE INC
Form 4
November 19, 2015

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 *
Insight Venture Partners VIII, L.P.

(Last) (First) (Middle)

C/O INSIGHT VENTURE
PARTNERS, 1114 AVENUE OF
THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK, NY 10036

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|--|--|--|
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 648,434 | A <u>1</u> 805,433 | D | |
| Common Stock, par value \$0.0001 per share | 11/18/2015 | | C | 167,730 | A <u>1</u> 208,341 | D | |
| | 11/18/2015 | | C | 23,141 | A <u>1</u> 28,743 | D | |

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Common
Stock, par
value
\$0.0001
per share

Common
Stock, par
value
\$0.0001
per share

Common
Stock, par
value
\$0.0001
per share

Common
Stock, par
value
\$0.0001
per share

Common
Stock, par
value
\$0.0001
per share

11/18/2015

C

205,663

A

(1)

255,458

D

11/18/2015

C

606,225

A

(1)

753,005

D

11/18/2015

C

438,744

A

(1)

544,972

D

11/18/2015

C

2,089,937

A

(1)

2,595,952

I

See
footnote
(2)

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

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.

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) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | (1) | 11/18/2015 | | C | | 66,690 | | (1) | (1) | Common Stock | 66,690 |
| | (1) | 11/18/2015 | | C | | 17,250 | | (1) | (1) | | 17,250 |

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| | | | | | | | | | |
|--------------------------|-----|------------|---|-----------|-----|-----|--|--------------|-----------|
| Series A Preferred Stock | | | | | | | | Common Stock | |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 2,380 | (1) | (1) | | Common Stock | 2,380 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 21,152 | (1) | (1) | | Common Stock | 21,152 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 62,348 | (1) | (1) | | Common Stock | 62,348 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 45,123 | (1) | (1) | | Common Stock | 45,123 |
| Series A Preferred Stock | (1) | 11/18/2015 | C | 214,943 | (1) | (1) | | Common Stock | 214,943 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 424,612 | (1) | (1) | | Common Stock | 581,744 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 109,835 | (1) | (1) | | Common Stock | 150,480 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 15,154 | (1) | (1) | | Common Stock | 20,761 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 134,674 | (1) | (1) | | Common Stock | 184,511 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 396,973 | (1) | (1) | | Common Stock | 543,877 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 287,302 | (1) | (1) | | Common Stock | 393,621 |
| Series E Preferred Stock | (1) | 11/18/2015 | C | 1,368,550 | (1) | (1) | | Common Stock | 1,874,990 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Insight Venture Partners VIII, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Venture Partners (Cayman) VIII, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Venture Partners VIII (Co-Investors), L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Venture Partners(Delaware) VIII, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Venture Partners Coinvestment Fund III, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Venture Partners Coinvestment Fund (Delaware) III, L.P.
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Insight Holdings Group, LLC
C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NY 10036

X

Signatures

INSIGHT VENTURE PARTNERS VIII, L.P.; By, /s/ Blair
Flicker

11/19/2015

__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) See Exhibit 99.1

(2) See Exhibit 99.1

(3) See Exhibit 99.1

(4) See Exhibit 99.1

Remarks:

Due to the limitations of the electronic filing system, Insight Venture Associates VIII, Ltd., Insight Venture Associates VIII, L

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Exhibit List

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

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.