DeBellis Marta Form 4 March 01, 2019

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

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

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

(Instr. 3)

1. Name and Address of Reporting Person * DeBellis Marta

2. Issuer Name and Ticker or Trading Symbol

INSTRUCTURE INC [INST]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/27/2019

6330 SOUTH 3000 EAST, SUITE 700

(Street)

(First)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) Chief Marketing Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SALT LAKE CITY, UT 84121

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of

Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	f				(Ir
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/27/2019		A	81	(2)	(2)	Common Stock	81	
Restricted Stock Units	<u>(1)</u>	02/27/2019		A	1,627	<u>(3)</u>	(3)	Common Stock	1,627	
Restricted Stock Units	<u>(1)</u>	02/27/2019		A	74,608	<u>(4)</u>	<u>(4)</u>	Common Stock	74,608	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeBellis Marta 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121

Chief Marketing Officer

Signatures

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

03/01/2019

**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) The RSU shall vest in full on March 1, 2019.
- The RSU shall vest in equal quarterly installments, at a rate of 1/4th of the RSU on March 1, 2019 and 1/4th of the RSU on each quarterly (3) anniversary of March 1, 2019 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on December 1, 2019.
- The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares on the one-year anniversary of March 1, 2019 and 1/16th of the total number of shares each quarterly anniversary of March 1, 2019 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, 2019.

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.

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