

INSTRUCTURE INC  
Form 4  
November 19, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	11/18/2015		C		648,434	A	Ⓣ 805,433
Common Stock, par value \$0.0001 per share	11/18/2015		C		167,730	A	Ⓣ 208,341
	11/18/2015		C		23,141	A	Ⓣ 28,743

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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.**

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(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	<u>(1)</u>	11/18/2015		C	66,690	<u>(1)</u> <u>(1)</u>	Common Stock 66,690
	<u>(1)</u>	11/18/2015		C	17,250	<u>(1)</u> <u>(1)</u>	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.P.

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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.