

INSTRUCTURE INC
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| OpenView Management, LLC | | (Month/Day/Year) | INSTRUCTURE INC [INST] | |
| (Last) | (First) | (Middle) | 11/12/2015 | |
| 303 CONGRESS STREET, 7TH FLOOR | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| BOSTON, MA 02210 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,216 | I | By OpenView Affiliates Fund II, L.P. (1) |
| Common Stock | 6,353 | I | By OpenView Affiliates Fund, L.P. (2) |
| Common Stock | 85,561 | I | By OpenView Venture Partners II, L.P. (3) |
| Common Stock | 83,424 | I | By OpenView Venture Partners, L.P. (4) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | Â <u>(5)</u> | Â <u>(6)</u> | Common Stock | 3,126 | \$ <u>(5)</u> | I | By OpenView Affiliates Fund II, L.P. <u>(1)</u> |
| Series A Preferred Stock | Â <u>(5)</u> | Â <u>(6)</u> | Common Stock | 4,710 | \$ <u>(5)</u> | I | By OpenView Affiliates Fund, L.P. <u>(2)</u> |
| Series A Preferred Stock | Â <u>(5)</u> | Â <u>(6)</u> | Common Stock | 63,433 | \$ <u>(5)</u> | I | By OpenView Venture Partners II, L.P. <u>(3)</u> |
| Series A Preferred Stock | Â <u>(5)</u> | Â <u>(6)</u> | Common Stock | 61,849 | \$ <u>(5)</u> | I | By OpenView Venture Partners, L.P. <u>(4)</u> |
| Series B Preferred Stock | Â <u>(7)</u> | Â <u>(6)</u> | Common Stock | 92,090 | \$ <u>(7)</u> | I | By OpenView Affiliates Fund II, L.P. <u>(1)</u> |
| Series B Preferred Stock | Â <u>(7)</u> | Â <u>(6)</u> | Common Stock | 138,752 | \$ <u>(7)</u> | I | By OpenView Affiliates Fund, L.P. <u>(2)</u> |
| Series B Preferred Stock | Â <u>(7)</u> | Â <u>(6)</u> | Common Stock | 1,868,694 | \$ <u>(7)</u> | I | By OpenView Venture Partners II, L.P. <u>(3)</u> |
| Series B Preferred Stock | Â <u>(7)</u> | Â <u>(6)</u> | Common Stock | 1,822,031 | \$ <u>(7)</u> | I | By OpenView Venture Partners, L.P. <u>(4)</u> |
| Series C Preferred Stock | Â <u>(8)</u> | Â <u>(6)</u> | Common Stock | 16,880 | \$ <u>(8)</u> | I | By OpenView Affiliates Fund II, L.P. <u>(1)</u> |
| Series C Preferred Stock | Â <u>(8)</u> | Â <u>(6)</u> | Common Stock | 25,436 | \$ <u>(8)</u> | I | By OpenView Affiliates Fund, L.P. <u>(2)</u> |
| Series C Preferred Stock | Â <u>(8)</u> | Â <u>(6)</u> | Common Stock | 342,563 | \$ <u>(8)</u> | I | By OpenView Venture Partners II, L.P. <u>(3)</u> |
| Series C Preferred Stock | Â <u>(8)</u> | Â <u>(6)</u> | Common Stock | 334,008 | \$ <u>(8)</u> | I | By OpenView Venture Partners, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OpenView Management, LLC 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |
| OPENVIEW AFFILIATES FUND LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |
| OpenView Venture Partners LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |
| OPENVIEW VENTURE PARTNERS II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |
| OPENVIEW AFFILIATES FUND II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |
| Maxwell Scott Marcil 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Scott M. Maxwell | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Maxwell, sole manager of OpenView Management, LLC | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Maxwell, sole manager of OpenView Management, LLC, the general partner of OpenView General Partner II, L.P., the general partner of OpenView Affiliates Fund II, L.P. | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Maxwell, sole manager of OpenView Management, LLC, the general partner of OpenView General Partner, L.P., the general partner of OpenView Affiliates Fund, L.P. | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Maxwell, sole manager of OpenView Management, LLC, the general partner of OpenView General Partner, L.P., the general partner of OpenView Venture Partners, L.P. | 11/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Maxwell, sole manager of OpenView Management, LLC, the general partner of OpenView General Partner II, L.P., the general partner of OpenView Venture Partners II, L.P. | 11/12/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities are held by OpenView Affiliates Fund II, L.P. ("OAF II LP"). OpenView Management, LLC ("OVM LLC") is the general partner of OpenView General Partner II, L.P. ("OGP II LP"), which is the general partner of OAF II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

(2) The securities are held by OpenView Affiliates Fund, L.P. ("OAF LP"). OpenView Management, LLC ("OVM LLC") is the general partner of OpenView General Partner, L.P. ("OGP LP"), which is the general partner of OAF LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

(3) The securities are held by OpenView Venture Partners II, L.P. ("OVP II LP"). OpenView Management, LLC ("OVM LLC") is the general partner of OpenView General Partner II, L.P. ("OGP II LP"), which is the general partner of OVP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

(4) The securities are held by OpenView Venture Partners, L.P. ("OVP LP"). OpenView Management, LLC ("OVM LLC") is the general partner of OpenView General Partner, L.P. ("OGP LP"), which is the general partner of OVP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

(5) The Series A Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series A Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

(6) Not applicable.

(7) The Series B Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series B Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

(8) The Series C Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series C Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

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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