

INSTRUCTURE INC
Form 4
August 25, 2016

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 *
Marcus Adam D.

(Last) (First) (Middle)

C/O INSTRUMENT, 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)
08/23/2016

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)

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	08/23/2016		S ⁽¹⁾	305	D	\$ 24.0502 (5)	113,104	I	By OpenView Affiliates Fund II, L.P. (1)
Common Stock	08/23/2016		S ⁽²⁾	460	D	\$ 24.0502 (5)	170,418	I	By OpenView Affiliates Fund, L.P. (2)
Common Stock	08/23/2016		S ⁽³⁾	6,190	D	\$ 24.0502	2,295,162	I	By OpenView

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					<u>(5)</u>				Venture Partners II, L.P. <u>(3)</u>
Common Stock	08/23/2016	S <u>(4)</u>	6,036	D	\$ 24.0502 <u>(5)</u>	2,237,847	I		By OpenView Venture Partners, L.P. <u>(4)</u>
Common Stock	08/24/2016	S <u>(6)</u>	289	D	\$ 24.1123 <u>(10)</u>	112,815	I		By OpenView Affiliates Fund II, L.P. <u>(6)</u>
Common Stock	08/24/2016	S <u>(7)</u>	435	D	\$ 24.1123 <u>(10)</u>	169,983	I		By OpenView Affiliates Fund, L.P. <u>(7)</u>
Common Stock	08/24/2016	S <u>(8)</u>	5,858	D	\$ 24.1123 <u>(10)</u>	2,289,304	I		By OpenView Venture Partners II, L.P. <u>(8)</u>
Common Stock	08/24/2016	S <u>(9)</u>	5,711	D	\$ 24.1123 <u>(10)</u>	2,232,136	I		By OpenView Venture Partners, L.P. <u>(9)</u>
Common Stock	08/25/2016	S <u>(11)</u>	52	D	\$ 24.1386 <u>(15)</u>	112,763	I		By OpenView Affiliates Fund II, L.P. <u>(11)</u>
Common Stock	08/25/2016	S <u>(12)</u>	78	D	\$ 24.1386 <u>(15)</u>	169,905	I		By OpenView Affiliates Fund, L.P. <u>(12)</u>
Common Stock	08/25/2016	S <u>(13)</u>	1,048	D	\$ 24.1386 <u>(15)</u>	2,288,256	I		By OpenView Venture Partners II, L.P. <u>(13)</u>
Common Stock	08/25/2016	S <u>(14)</u>	1,022	D	\$ 24.1386 <u>(15)</u>	2,231,114	I		By OpenView Venture

Partners,
L.P. (14)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6, 7, and 9)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcus Adam D. C/O INSTRUMENT INC, 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	X	X		

Signatures

/s/ Matthew A. Kaminer,
Attorney-in-Fact 08/25/2016

**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) On August 23, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 305 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.

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- (2) On August 23, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 460 shares of Common Stock of the Issuer. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (3) On August 23, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 6,190 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OVP II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (4) On August 23, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 6,036 shares of Common Stock of the Issuer. OpenView General Partner, L.P. ("OGP LP") is the general partner of OVP LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (5) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from 24.05 to \$24.06. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (6) On August 24, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 289 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (7) On August 24, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 435 shares of Common Stock of the Issuer. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (8) On August 24, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 5,858 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OVP II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (9) On August 24, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 5,711 shares of Common Stock of the Issuer. OpenView General Partner, L.P. ("OGP LP") is the general partner of OVP LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (10) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$24.05 to \$24.19. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (11) On August 25, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 52 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (12) On August 25, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 78 shares of Common Stock of the Issuer. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (13) On August 25, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 1048 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OVP II LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (14) On August 25, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 1022 shares of Common Stock of the Issuer. OpenView General Partner, L.P. ("OGP LP") is the general partner of OVP LP. Mr. Marcus is a managing partner at OpenView Venture Partners. Mr. Marcus disclaims beneficial ownership of the securities held by these entities except to the extent of his pecuniary interest therein.
- (15) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$24.10 to \$24.31. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and

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Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

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.