

Macfarlane Mitch  
Form 4  
December 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Macfarlane Mitch

(Last) (First) (Middle)

C/O INSTRUCTURE, 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)  
12/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Operating 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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/01/2017                           |  | M                              | 1,171 A   | 6,447 (2)   | D  |   |
| Common Stock                    | 12/01/2017                           |  | F                              | 379 D   | \$ 33.9 6,068   | D  |   |
| Common Stock                    | 12/01/2017                           |  | M                              | 1,045 A   | 7,113   | D  |   |
| Common Stock                    | 12/01/2017                           |  | F                              | 339 D   | \$ 33.9 6,774   | D  |   |
| Common Stock                    |                                      |  |                                |   | 87,778  | I  | By The Great Basin Trust U/A                          |

01/17/2017

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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted Stock Units                     | (3)  | 12/01/2017                           |  | M                              | 1,171  | (4) (4)  | Common Stock  | 1,171   |
| Restricted Stock Units                     | (3)  | 12/01/2017                           |  | M                              | 1,045  | (5) (5)  | Common Stock  | 1,045   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Macfarlane Mitch<br>C/O INSTRUCTURE, INC.<br>6330 SOUTH 3000 EAST, SUITE 700<br>SALT LAKE CITY, UT 84121 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Matthew A. Kaminer, 12/05/2017  
Attorney-in-Fact

\*\*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) Includes 628 shares acquired under the Issuer's 2015 Employee Stock Purchase Plan on November 30, 2017.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

On February 26, 2016, the Reporting Person was granted an RSU for 18,725 shares of the Issuer's Common Stock. The RSU vests in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2016 (the "Vesting

- (4) Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

On January 26, 2017, the Reporting Person was granted an RSU for 16,730 shares of the Issuer's Common Stock. The RSU shall vest in quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of March 1, 2017 (the "Vesting Commencement Date")

- (5) and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

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.