

INSTRUCTURE INC
Form 4
May 24, 2016

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 *
Deeter Byron B

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSTRUCTURE INC [INST]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2016

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/24/2016		M	5,469 A	5,469	D	
Common Stock					0 (2)	I	See Footnotes (2) (3)

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

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SEC 1474 (9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	05/24/2016		M	5,469	(5) (5)	Common Stock	5,469

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deeter Byron B C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X			

Signatures

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

05/24/2016

**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) The restricted stock units (the "RSU") convert into the Issuer's Common Stock on a one-for-one basis. Bessemer Venture Partners VIII Institutional L.P. ("BVP Institutional") owns 1,485,487 shares of the Issuer's Common Stock and
- (2) Bessemer Venture Partners VIII L.P. ("BVP VIII," and together with BVP Institutional, the "Bessemer Entities") owns 1,235,182 shares of the Issuer's Common Stock as of the date hereof.

The Reporting Person is a director of Deer VIII & Co. Ltd, which is the general partner of Deer VIII & Co. L.P., which is the general partner of the Bessemer Entities. The Reporting Person disclaims beneficial ownership of the securities held by the Bessemer Entities,
- (3) except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VIII & Co. Ltd., his interest in Deer VIII & Co. L.P. and his indirect limited partnership interest in the Bessemer Entities. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- (4) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (5) On November 12, 2015, the Reporting Person was granted an RSU for 16,406 shares of the Issuer's Common Stock, vesting annually for so long as the Reporting Person provides continuous service to the Issuer with (i) one-third vesting on the last market trading day

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immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015, which vesting date is May 24, 2016, and (ii) two-thirds vesting on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after November 12, 2015.

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.