

Kaminsky Steven B.
Form 4
September 06, 2017

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 *
Kaminsky Steven B.

(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)
09/01/2017

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 Financial 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 09/01/2017 | | M | | 1,640 | A | 142,099 | D | |
| Common Stock | 09/01/2017 | | F | | 531 | D | \$ 30.15 | 141,568 | D |
| Common Stock | 09/01/2017 | | M | | 1,195 | A | 142,763 | D | |
| Common Stock | 09/01/2017 | | F | | 387 | D | \$ 30.15 | 142,376 | D |

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 09/01/2017 | | M | 1,640 | (3) (3) | Common Stock | 1,640 |
| Restricted Stock Units | (2) | 09/01/2017 | | M | 1,195 | (4) (4) | Common Stock | 1,195 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kaminsky Steven B. C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121 | | | Chief Financial Officer | |

Signatures

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

09/06/2017

**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) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

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On February 26, 2016, the Reporting Person was granted an RSU for 26,238 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

- (3) 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 19,120 shares of the Issuer's Common Stock. The RSU shall vest in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2017 (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.

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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