INSTRUCTURE INC

Form 4

September 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Marcus Adam D.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

INSTRUCTURE INC [INST]

(Check all applicable)

(Last)

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

_X__ Director Officer (give title below)

_X__ 10% Owner _ Other (specify

C/O INSTRUCTURE, INC., 6330 SOUTH 3000 EAST, SUITE 700

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

09/08/2016

SALT LAKE CITY, UT 84121

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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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. Securit order Dispos (Instr. 3, 4)	ed of		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	09/08/2016		S(1)	1,078	D	\$ 24.2504 (5)	109,974	I	By OpenView Affiliates Fund II, L.P. (1)
Common Stock	09/08/2016		S(2)	1,624	D	\$ 24.2504 (5)	165,703	I	By OpenView Affiliates Fund, L.P.
Common Stock	09/08/2016		S(3)	21,872	D	\$ 24.2504	2,231,673	I	By OpenView

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(5) Venture Partners II, L.P. (3) By OpenView Common 09/08/2016 $S^{(4)}$ 21,326 D 24.2504 2,175,944 I Venture Stock (5) Partners, L.P. (4)

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	.	ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)						(Instr
			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 INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121 Signatures	X	X					

Signatures

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

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
- On September 8, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 1,078 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.
- On September 8, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 1,624 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.
- On September 8, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 21,872 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.
- On September 8, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 21,326 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.
- 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 \$24.0628 to \$24.451. 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.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 3 filed by

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.