

INSTRUCTURE INC  
Form 4  
September 12, 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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O INSTRUMENT, INC., 6330  
SOUTH 3000 EAST, SUITE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2016

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

(Street)  
SALT LAKE CITY, UT 84121

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

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 Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	09/08/2016		S <sup>(1)</sup>	1,078	D	\$ 24.2504 (5)	109,974	I	By OpenView Affiliates Fund II, L.P. <sup>(1)</sup>	
Common Stock	09/08/2016		S <sup>(2)</sup>	1,624	D	\$ 24.2504 (5)	165,703	I	By OpenView Affiliates Fund, L.P. <sup>(2)</sup>	
Common Stock	09/08/2016		S <sup>(3)</sup>	21,872	D	\$ 24.2504	2,231,673	I	By OpenView	

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

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)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

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

## Signatures

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

09/12/2016

                    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 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.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (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 \$24.0628 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 t

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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