

INSTRUCTURE INC  
Form 3  
November 12, 2015

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

Â Marcus Adam D.  
(Last) (First) (Middle)

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

(Street)

SALT LAKE  
CITY,Â UTÂ 84121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
11/12/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (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 Beneficially Owned**

| 1.Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|-----------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Stock                      | 4,216                                                       | I                                                                       | By OpenView Affiliates Fund II,<br>L.P. <sup>(1)</sup>      |
| Common Stock                      | 6,353                                                       | I                                                                       | By OpenView Affiliates Fund,<br>L.P. <sup>(1)</sup>         |
| Common Stock                      | 85,561                                                      | I                                                                       | By OpenView Venture Partners<br>II, L.P. <sup>(1)</sup>     |
| Common Stock                      | 83,424                                                      | I                                                                       | By OpenView Venture Partners,<br>L.P. <sup>(1)</sup>        |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not**

Edgar Filing: INSTRUCTURE INC - Form 3

required to respond unless the form displays a  
currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                       |                                                                                                         |                                                             |
| Series A Preferred Stock                      | Â (2)                                                          | Â (3)              | Common<br>Stock                                                                      | 3,126                            | \$ (2)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund II,<br>L.P. (1)              |
| Series A Preferred Stock                      | Â (2)                                                          | Â (3)              | Common<br>Stock                                                                      | 4,710                            | \$ (2)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund,<br>L.P. (1)                 |
| Series A Preferred Stock                      | Â (2)                                                          | Â (3)              | Common<br>Stock                                                                      | 63,433                           | \$ (2)                                                                | I                                                                                                       | By OpenView<br>Venture Partners<br>II, L.P. (1)             |
| Series A Preferred Stock                      | Â (2)                                                          | Â (3)              | Common<br>Stock                                                                      | 61,849                           | \$ (2)                                                                | I                                                                                                       | By OpenView<br>Venture Partners,<br>L.P. (1)                |
| Series B Preferred Stock                      | Â (4)                                                          | Â (3)              | Common<br>Stock                                                                      | 92,090                           | \$ (4)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund II,<br>L.P. (1)              |
| Series B Preferred Stock                      | Â (4)                                                          | Â (3)              | Common<br>Stock                                                                      | 138,752                          | \$ (4)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund,<br>L.P. (1)                 |
| Series B Preferred Stock                      | Â (4)                                                          | Â (3)              | Common<br>Stock                                                                      | 1,868,694                        | \$ (4)                                                                | I                                                                                                       | By OpenView<br>Venture Partners<br>II, L.P. (1)             |
| Series B Preferred Stock                      | Â (4)                                                          | Â (3)              | Common<br>Stock                                                                      | 1,822,031                        | \$ (4)                                                                | I                                                                                                       | By OpenView<br>Venture Partners,<br>L.P. (1)                |
| Series C Preferred Stock                      | Â (5)                                                          | Â (3)              | Common<br>Stock                                                                      | 16,880                           | \$ (5)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund II,<br>L.P. (1)              |
| Series C Preferred Stock                      | Â (5)                                                          | Â (3)              | Common<br>Stock                                                                      | 25,436                           | \$ (5)                                                                | I                                                                                                       | By OpenView<br>Affiliates Fund,<br>L.P. (1)                 |
| Series C Preferred Stock                      | Â (5)                                                          | Â (3)              | Common<br>Stock                                                                      | 342,563                          | \$ (5)                                                                | I                                                                                                       | By OpenView<br>Venture Partners<br>II, L.P. (1)             |

|                          |       |       |                 |         |        |   |                                              |
|--------------------------|-------|-------|-----------------|---------|--------|---|----------------------------------------------|
| Series C Preferred Stock | Â (5) | Â (3) | Common<br>Stock | 334,008 | \$ (5) | I | By OpenView<br>Venture Partners,<br>L.P. (1) |
|--------------------------|-------|-------|-----------------|---------|--------|---|----------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                        | Director      | 10% Owner | Officer | Other |
| Marcus Adam D.<br>C/O INSTRUCTURE, INC.<br>6330 SOUTH 3000 EAST, SUITE 700<br>SALT LAKE CITY, UT 84121 | Â X           | Â X       | Â       | Â     |

## Signatures

|                                             |            |
|---------------------------------------------|------------|
| /s/ Matthew A. Kaminer,<br>Attorney-in-Fact | 11/12/2015 |
|---------------------------------------------|------------|

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- OpenView Management, LLC is the general partner of the general partner of each of OpenView Affiliates Fund II, L.P., OpenView Affiliates Fund, L.P., OpenView Venture Partners II, L.P. and OpenView Venture Partners, L.P. 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.
- (1) 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) The Series A Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series A Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
  - (3) Not applicable.
  - (4) The Series B Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series B Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
  - (5) The Series C Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series C Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

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.