

INSTRUCTURE INC
Form 4
November 18, 2015

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 *
Efstratis E. Nicholaus

(Last) (First) (Middle)

C/O INSTRUMENT, 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)
11/18/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/18/2015 | | C | | 319,306 | A | \$ 0 (1) |
| | | | | | | | 572,806 |
| | | | | | | | (1) |
| | | | | | | | I |
| | | | | | | | By Epic Expansion Capital Annex, LLC (2) |
| Common Stock | 11/18/2015 | | C | | 2,578,199 | A | \$ 0 (1) (3) (4) (5) |
| | | | | | | | 2,672,811 |
| | | | | | | | (1) |
| | | | | | | | I |
| | | | | | | | By Epic Venture Fund IV, LLC (2) |
| Common Stock | 11/18/2015 | | C | | 1,168,549 | A | \$ 0 (1) |
| | | | | | | | 1,204,460 |
| | | | | | | | (1) |
| | | | | | | | I |
| | | | | | | | By Zions SBIC LLC |

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| | | | | | | | | | |
|--------------|------------|--|---|-----------------------|------------|--------------------|--------------------|------------|---|
| | | | | | <u>(3)</u> | | | <u>(2)</u> | |
| | | | | | <u>(4)</u> | | | | |
| | | | | | <u>(5)</u> | | | | |
| Common Stock | 11/18/2015 | | C | 374,999 <u>(6)</u> | A | \$ 0 <u>(6)</u> | 374,999 <u>(6)</u> | I | By Epic Expansion Capital, LLC <u>(2)</u> |
| Common Stock | | | | | | | 39,149 | I | By NKE Investments LLC <u>(7)</u> |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 11/18/2015 | | C | 319,306 | <u>(1)</u> <u>(8)</u> | Common Stock 319,306 |
| Series A Preferred Stock | <u>(1)</u> | 11/18/2015 | | C | 1,352,194 | <u>(1)</u> <u>(8)</u> | Common Stock 1,352,194 |
| Series A Preferred Stock | <u>(1)</u> | 11/18/2015 | | C | 26,623 | <u>(1)</u> <u>(8)</u> | Common Stock 26,623 |
| Series B Preferred Stock | <u>(3)</u> | 11/18/2015 | | C | 784,314 | <u>(3)</u> <u>(8)</u> | Common Stock 784,314 |
| Series B Preferred Stock | <u>(3)</u> | 11/18/2015 | | C | 784,313 | <u>(3)</u> <u>(8)</u> | Common Stock 784,313 |

| | | | | | | | | |
|--------------------------|-----|------------|---|---------|-----|-----|--------------|----------------|
| Series C Preferred Stock | (4) | 11/18/2015 | C | 378,799 | (4) | (8) | Common Stock | 378,799 |
| Series C Preferred Stock | (4) | 11/18/2015 | C | 143,777 | (4) | (8) | Common Stock | 143,777 |
| Series D Preferred Stock | (5) | 11/18/2015 | C | 62,892 | (5) | (8) | Common Stock | 62,892 |
| Series D Preferred Stock | (5) | 11/18/2015 | C | 213,836 | (5) | (8) | Common Stock | 213,836 |
| Series E Preferred Stock | (6) | 11/18/2015 | C | 273,710 | (6) | (8) | Common Stock | 374,999 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Efstratis E. Nicholas C/O INSTRUMENT, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121 | X | X | | |

Signatures

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

11/18/2015

**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 Series A Preferred Stock automatically converted into Common Stock on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
Mr. Efstratis has shared voting and investment power with respect to the shares held by Epic Expansion Capital Annex, LLC, Epic
- (2) Expansion Capital, LLC, Epic Venture Fund IV, LLC and Zions SBIC LLC. Mr. Efstratis disclaims beneficial ownership of the securities held by such entities, except to the extent of any pecuniary interest therein.
- (3) The Series B Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (4) The Series C Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (5)

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The Series D Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

- (6) The Series E Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1.3700625 basis upon closing of the initial public offering of the Issuer.
- (7) Mr. Efstratis has voting and dispositive power over the shares held by NKE Investments, LLC.
- (8) Not applicable.

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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