

Kaminer Matthew
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kaminer Matthew

(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)
03/01/2019

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) below)

EVP, GC & Secretary

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2019		M	1,047 A	25,156	D	
Common Stock	03/01/2019		F	357 D	\$ 24,799	D	
Common Stock	03/01/2019		M	759 A	25,558	D	
Common Stock	03/01/2019		F	259 D	\$ 25,299	D	
Common Stock	03/01/2019		M	557 A	25,856	D	

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Common Stock	03/01/2019	F	190	D	\$ 47.05	25,666	D	
Common Stock	03/01/2019	M	1,622	A	<u>(1)</u>	27,288	D	
Common Stock	03/01/2019	F	553	D	\$ 47.05	26,735	D	
Common Stock	03/01/2019	M	433	A	<u>(1)</u>	27,168	D	
Common Stock	03/01/2019	F	148	D	\$ 47.05	27,020	D	
Common Stock						751	I	By spouse
Common Stock						100	I	By son
Common Stock						100	I	By son

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	03/01/2019		M	1,047	(3)	(3)	Common Stock	1,047	\$
Restricted Stock Units	(2)	03/01/2019		M	759	(4)	(4)	Common Stock	759	\$
	(2)	03/01/2019		M	557	(5)	(5)		557	\$

Restricted Stock Units								Common Stock		
Restricted Stock Units	(2)	03/01/2019	M	433	(6)	(6)		Common Stock	433	\$
Restricted Stock Units	(2)	03/01/2019	M	1,622	(7)	(7)		Common Stock	1,622	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaminer Matthew C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121			EVP, GC & Secretary	

Signatures

/s/ Matthew A.
Kaminer

03/05/2019

__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.

(3) On February 26, 2016, the Reporting Person was granted an RSU for 16,762 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 June 1, 2016 and 1/16th of the RSU on each quarterly anniversary of June 1, 2016 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 June 1, 2016.

(4) On January 26, 2017, the Reporting Person was granted an RSU for 12,141 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 March 1, 2017 and 1/16th of the RSU on each quarterly anniversary of March 1, 2017 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 March 1, 2017.

(5) On January 23, 2018, the Reporting Person was granted an RSU for 8,910 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 March 1, 2018 and 1/16th of the RSU on each quarterly anniversary of March 1, 2018 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 March 1, 2018.

(6) The RSU shall vest in equal quarterly installments, at a rate of 1/4th of the RSU on March 1, 2019 and 1/4th of the RSU on each quarterly anniversary of March 1, 2019 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on December 1, 2019.

(7) The RSU shall vest in two equal installments, at a rate of 1/2 of the RSU on March 1, 2019 and 1/2 of the RSU on September 1, 2019 for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on September 1, 2019.

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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