

INSTRUCTURE INC  
Form 4  
September 06, 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.

(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)  
09/01/2016

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 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 Ownership (Instr. 4)          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                         |   |  |   |
| Common Stock                    | 09/01/2016                           |  | S <sup>(1)</sup>               | 160 D \$ 24.05  | 112,603   | I  | By OpenView Affiliates Fund II, L.P. <sup>(1)</sup> |
| Common Stock                    | 09/01/2016                           |  | S <sup>(2)</sup>               | 241 D \$ 24.05  | 169,664   | I  | By OpenView Affiliates Fund, L.P. <sup>(2)</sup>    |
| Common Stock                    | 09/01/2016                           |  | S <sup>(3)</sup>               | 3,240 D \$ 24.05  | 2,285,016   | I  | By OpenView   |

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|              |            |                   |        |   |                            |           |   |   |
|--------------|------------|-------------------|--------|---|----------------------------|-----------|---|---|
| Common Stock | 09/01/2016 | S <sup>(4)</sup>  | 3,159  | D | \$ 24.05                   | 2,227,955 | I | Venture Partners II, L.P. <sup>(3)</sup><br>By OpenView Venture Partners, L.P. <sup>(4)</sup> |
| Common Stock | 09/02/2016 | S <sup>(5)</sup>  | 1,006  | D | \$ 24.05                   | 111,597   | I | By OpenView Affiliates Fund II, L.P. <sup>(5)</sup>   |
| Common Stock | 09/02/2016 | S <sup>(6)</sup>  | 1,516  | D | \$ 24.05                   | 168,148   | I | By OpenView Affiliates Fund, L.P. <sup>(6)</sup>  |
| Common Stock | 09/02/2016 | S <sup>(7)</sup>  | 20,414 | D | \$ 24.05                   | 2,264,602 | I | By OpenView Venture Partners II, L.P. <sup>(7)</sup>  |
| Common Stock | 09/02/2016 | S <sup>(8)</sup>  | 19,904 | D | \$ 24.05                   | 2,208,051 | I | By OpenView Venture Partners, L.P. <sup>(8)</sup>   |
| Common Stock | 09/06/2016 | S <sup>(9)</sup>  | 545    | D | \$ 24.0726 <sup>(13)</sup> | 111,052   | I | By OpenView Affiliates Fund II, L.P. <sup>(9)</sup>   |
| Common Stock | 09/06/2016 | S <sup>(10)</sup> | 821    | D | \$ 24.0726 <sup>(13)</sup> | 167,327   | I | By OpenView Affiliates Fund, L.P. <sup>(10)</sup>   |
| Common Stock | 09/06/2016 | S <sup>(11)</sup> | 11,057 | D | \$ 24.0726 <sup>(13)</sup> | 2,253,545 | I | By OpenView Venture Partners II, L.P. <sup>(11)</sup>   |
| Common Stock | 09/06/2016 | S <sup>(12)</sup> | 10,781 | D | \$ 24.0726 <sup>(13)</sup> | 2,197,270 | I | By OpenView Venture   |

Partners,  
L.P. (12)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Marcus Adam D.  
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

09/06/2016

\*\*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 1, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 160 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.

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- (2) On September 1, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 241 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 1, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 3,240 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 1, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 3,159 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) On September 2, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 1,006 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.
- (6) On September 2, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 1,516 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.
- (7) On September 2, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 20,414 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.
- (8) On September 2, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 19,904 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.
- (9) On September 6, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 545 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.
- (10) On September 6, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 821 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.
- (11) On September 6, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 11,057 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.
- (12) On September 6, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 10,781 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.
- (13) 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 \$24.05 to \$24.25. 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.

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.