

Kaminer Matthew
 Form 4
 December 05, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
12/01/2017

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)
SVP, GC & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/01/2017		M		1,047 A <u>1</u>	17,408 <u>(2)</u>	D
Common Stock	12/01/2017		F		388 D \$ 33.9	17,020	D
Common Stock	12/01/2017		M		759 A <u>1</u>	17,779	D
Common Stock	12/01/2017		F		281 D \$ 33.9	17,498	D
Common Stock						751	I By spouse

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) Includes 215 shares acquired under the Issuer's 2015 Employee Stock Purchase Plan on May 31, 2017.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

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 the June 1, 2016 (the "Vesting Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date 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 the Vesting Commencement Date.

- (4) 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 the June 1, 2016 (the "Vesting Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date 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 the Vesting Commencement Date.
- (5) 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 the March 1, 2017 (the "Vesting Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date 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 the Vesting Commencement Date.

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.