

INSTRUCTURE INC  
Form 3  
February 06, 2017

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Macfarlane Mitch</p> <p>(Last) (First) (Middle)</p> <p>C/O INSTRUCTURE, INC.,Â 6330 SOUTH 3000 EAST, SUITE 700</p> <p>(Street)</p> <p>SALT LAKE CITY,Â UTÂ 84121</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/03/2017</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>INSTRUCTURE INC [INST]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	89,428	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	15,215	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	16,730	\$ (2)	D	Â
Stock Option (Right to Buy)	Â (4)	01/24/2027	Common Stock	27,068	\$ 21.75	D	Â
Stock Option (Right to Buy)	Â (5)	10/16/2022	Common Stock	33,333	\$ 0.99	D	Â
Stock Option (Right to Buy)	Â (6)	11/11/2024	Common Stock	26,666	\$ 8.43	D	Â
Stock Option (Right to Buy)	Â (7)	04/28/2025	Common Stock	23,332	\$ 11.25	D	Â
Stock Option (Right to Buy)	Â (8)	02/26/2026	Common Stock	31,452	\$ 13.79	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macfarlane Mitch C/O INSTRUMENT, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	Â	Â	Â Chief Operating Officer	Â

## Signatures

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

02/06/2017

\*\*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).

(1) The restricted stock unit (the "RSU") shall vest in quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of March 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.

(2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

(3) The RSU shall vest in quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of 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.

(4)

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The shares subject to this option shall vest in equal quarterly installments, at a rate of 1/16th of the total number of shares on the quarterly anniversary of March 1, 2017 (the "Vesting Commencement Date") and 1/16th of the total number of shares 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 total number of shares shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

- (5) The shares subject to this option vested at a rate of twenty-five percent of the total number of shares on the one-year anniversary of September 1, 2012 (the "Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Vesting Commencement Date thereafter, such that the total number of shares were fully vested on the four-year anniversary of the Vesting Commencement Date.

- (6) The shares subject to this option vested at a rate of 1/12th of the total number of shares each monthly anniversary of November 15, 2015 (the "Vesting Commencement Date") such that the total number of shares were fully vested on the two-year anniversary of the Vesting Commencement Date.

- (7) The shares subject to this option shall vest in equal monthly installments, at a rate of 1/12th of the total number of shares on each monthly anniversary of November 15, 2016 (the "Vesting Commencement Date") so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the one-year anniversary of the Vesting Commencement Date.

- (8) The shares subject to this option shall vest in equal quarterly installments, at a rate of 1/16th of the total number of shares on the quarterly anniversary of March 1, 2016 (the "Vesting Commencement Date") and 1/16th of the total number of shares 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 total number of shares 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.

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