

INSTRUCTURE INC  
Form 4  
May 24, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WATERHOUSE LLOYD G**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**INSTRUCTURE INC [INST]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**C/O INSTRUMENT, INC., 6330 SOUTH 3000 EAST, SUITE 700**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**SALT LAKE CITY, UT 84121**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	(A) or (D)	Price
Common Stock	05/24/2016		M		10,937	A	11 29,687

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

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SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Restricted Stock Units	(2)	05/24/2016		M	10,937	(3) (3)	Common Stock	10,937

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERHOUSE LLOYD G C/O INSTRUTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121		X		

## Signatures

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

05/24/2016

\*\*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) The restricted stock units (the "RSU") convert into the 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 November 12, 2015, the Reporting Person was granted an RSU for 21,875 shares of the Issuer's Common Stock, vesting annually for so long as the Reporting Person provides continuous service to the Issuer with (i) 50% vesting on the last market trading day immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015, which vesting date is May 24, 2016, and (ii) 50% on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after November 12, 2015.

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.