

INSTRUCTURE INC

Form 4

November 18, 2015

**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

OMB  
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2015  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Efstratis E. Nicholas

(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)

11/18/2015

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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2015		C		319,306	A	\$ 0 <u>(1)</u>	572,806	I	By Epic Expansion Capital Annex, LLC <u>(2)</u>
Common Stock	11/18/2015		C		2,578,199	A	\$ 0 <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	2,672,811	I	By Epic Venture Fund IV, LLC <u>(2)</u>
Common Stock	11/18/2015		C		1,168,549	A	\$ 0 <u>(1)</u>	1,204,460	I	By Zions SBIC LLC

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						<u>(3)</u>			<u>(2)</u>
						<u>(4)</u>			
						<u>(5)</u>			
Common Stock	11/18/2015		C	374,999 <u>(6)</u>	A	\$ 0 <u>(6)</u>	374,999 <u>(6)</u>	I	By Epic Expansion Capital, LLC <u>(2)</u>
Common Stock							39,149	I	By NKE Investments LLC <u>(7)</u>

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C	319,306	<u>(1)</u> <u>(8)</u>	Common Stock 319,306
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C	1,352,194	<u>(1)</u> <u>(8)</u>	Common Stock 1,352,194
Series A Preferred Stock	<u>(1)</u>	11/18/2015		C	26,623	<u>(1)</u> <u>(8)</u>	Common Stock 26,623
Series B Preferred Stock	<u>(3)</u>	11/18/2015		C	784,314	<u>(3)</u> <u>(8)</u>	Common Stock 784,314
Series B Preferred Stock	<u>(3)</u>	11/18/2015		C	784,313	<u>(3)</u> <u>(8)</u>	Common Stock 784,313

Series C Preferred Stock	<u>(4)</u>	11/18/2015	C	378,799	<u>(4)</u>	<u>(8)</u>	Common Stock	378,799
Series C Preferred Stock	<u>(4)</u>	11/18/2015	C	143,777	<u>(4)</u>	<u>(8)</u>	Common Stock	143,777
Series D Preferred Stock	<u>(5)</u>	11/18/2015	C	62,892	<u>(5)</u>	<u>(8)</u>	Common Stock	62,892
Series D Preferred Stock	<u>(5)</u>	11/18/2015	C	213,836	<u>(5)</u>	<u>(8)</u>	Common Stock	213,836
Series E Preferred Stock	<u>(6)</u>	11/18/2015	C	273,710	<u>(6)</u>	<u>(8)</u>	Common Stock	374,999 <u>(6)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Efstratis E. Nicholaus C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	X	X		

## Signatures

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

11/18/2015

        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 Series A Preferred Stock automatically converted into Common Stock on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- Mr. Efstratis has shared voting and investment power with respect to the shares held by Epic Expansion Capital Annex, LLC, Epic
- (2) Expansion Capital, LLC, Epic Venture Fund IV, LLC and Zions SBIC LLC. Mr. Efstratis disclaims beneficial ownership of the securities held by such entities, except to the extent of any pecuniary interest therein.
- (3) The Series B Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (4) The Series C Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (5)

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The Series D Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

- (6) The Series E Preferred Stock automatically converted into Common Stock of the Issuer on a 1-to-1.3700625 basis upon closing of the initial public offering of the Issuer.
- (7) Mr. Efstratis has voting and dispositive power over the shares held by NKE Investments, LLC.
- (8) Not applicable.

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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