

INSTRUCTURE INC  
Form 4  
November 18, 2015

**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 \*  
Deer VIII & Co. Ltd.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
Common Stock	11/18/2015		C	V	2,496,956 (1) A	I	See Footnotes (5) (6)
					\$ 0 (2) (3) (4)		

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

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SEC 1474 (9-02)

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**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	(2)	11/18/2015		C	66,666	(2) (7)		Common Stock	66,666 (2)
Series D Preferred Stock	(3)	11/18/2015		C	2,180,293	(3) (7)		Common Stock	2,180,293 (3)
Series E Preferred Stock	(4)	11/18/2015		C	182,472	(4) (7)		Common Stock	249,997 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deer VIII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		
Deer VIII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		
Bessemer Venture Partners VIII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		
Bessemer Venture Partners VIII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		

## Signatures

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd.

11/18/2015

\*\*Signature of Reporting Person

Date

11/18/2015

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/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P.

\_\_Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P.

11/18/2015

\_\_Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII L.P.

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) 2,496,956 shares of Common Stock collectively held by Bessemer Venture Partners VIII Institutional L.P. ("BVP Institutional") and Bessemer Venture Partners VIII L.P. ("BVP VIII," and together with BVP Institutional, the "Bessemer Entities") as of the date hereof, were received upon the closing of the initial public offering of the Issuer when the shares of Issuer's Preferred Stock automatically converted into shares of Common Stock.
- (2) The Series A 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.
- (3) 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.
- (4) 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.
- (5) As a result of the conversion of the Series A, Series D and Series E Preferred Stock into Common Stock, BVP Institutional owns 1,485,487 shares of Common Stock and BVP VIII owns 1,235,182 shares of Common Stock.
- (6) Deer VIII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VIII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VIII Institutional LP ("BVP Institutional") and Bessemer Venture Partners VIII, LP ("BVP VIII" and together with BVP Institutional, the "Bessemer Entities"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Bessemer Entities, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Bessemer Entities.
- (7) Not applicable.
- (8) Upon closing of the Issuer's initial public offering, 36,400 shares of Series A Preferred Stock owned by BVP Institutional and 30,266 shares of Series A Preferred Stock owned by BVP VIII were automatically converted into shares of Common Stock.
- (9) Upon closing of the Issuer's initial public offering, 1,190,440 shares of Series D Preferred Stock owned by BVP Institutional and 989,853 shares of Series D Preferred Stock owned by BVP VIII were automatically converted into shares of Common Stock.
- (10) Upon closing of the Issuer's initial public offering, 99,630 shares of Series E Preferred Stock owned by BVP Institutional and 82,842 shares of Series E Preferred Stock owned by BVP VIII were automatically converted into 136,499 and 113,498 shares of Common Stock, respectively.

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.