

INSTRUCTURE INC
Form 4
August 23, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deeter Byron B

(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)
08/19/2016

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	08/19/2016		S		0 <u>(1)</u>	D \$ 0 <u>(1)</u>	0 <u>(2)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock	08/22/2016		S		0 <u>(4)</u>	D \$ 0 <u>(4)</u>	0 <u>(5)</u>	I	See Footnotes <u>(3)</u> <u>(5)</u>
Common Stock	08/23/2016		S		0 <u>(7)</u>	D \$ 0 <u>(7)</u>	0 <u>(8)</u>	I	See Footnotes <u>(3)</u> <u>(8)</u>
Common							14,267 <u>(6)</u>	D	

Stock

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Deeter Byron B
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Signatures

/s/ Byron Deeter 08/23/2016

**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).

- On August 19, 2016, Bessemer Venture Partners VIII L.P. ("BVP VIII") and Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst" and together with BVP VIII, the "Funds") sold 22,700 and 27,300 shares, respectively, of Common Stock of the Issuer at a sale price of \$23.88 per share.
- (1) VIII Inst" and together with BVP VIII, the "Funds") sold 22,700 and 27,300 shares, respectively, of Common Stock of the Issuer at a sale price of \$23.88 per share.
- (2) After the above transaction, BVP VIII owned 545,027 shares and BVP VIII Inst owned 655,475 shares.
- (3)

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Mr. Deeter is a director of Deer VIII & Co. Ltd. ("Deer VIII Ltd"), the general partner of Deer VIII & Co. L.P. ("Deer VII LP"), the general partner of the Funds. Mr. Deeter disclaims beneficial ownership of the securities sold by the Funds, and this report shall not be deemed an admission that he is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VIII Ltd, his interest in Deer VIII LP, and his indirect limited partnership interest in the Funds.

(4) On August 22, 2016, BVP VIII and BVP VIII Inst sold 22,700 and 27,300 shares, respectively, of Common Stock of the Issuer at a sale price of \$23.80 per share.

(5) After the above transaction, BVP VIII owned 522,327 shares and BVP VIII Inst owned 628,175 shares.

Includes 8,798 shares received by Mr. Deeter in distributions-in-kind by the Funds on August 18, 2016, which distributions were made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended (the "DIKs"). After the DIKs, BVP VIII and BVP VIII Inst owned 567,727 and 682,775 shares, respectively.

(7) On August 23, 2016, BVP VIII and BVP VIII Inst sold 18,160 and 21,840 shares, respectively, of Common Stock of the Issuer at a sale price of \$23.81 per share.

(8) After the above transaction, BVP VIII owned 504,167 shares and BVP VIII Inst owned 606,335 shares.

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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