

INSTRUCTURE INC  
Form 3  
November 12, 2015

**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 Deeter Byron B</p> <p>(Last) (First) (Middle)</p> <p>C/O BESSEMER VENTURE PARTNERS,Â 1865 PALMER AVENUE, SUITE 104</p> <p>(Street)</p> <p>LARCHMONT,Â NYÂ 10538</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/12/2015</p> | <p>3. Issuer Name and 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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</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<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 0  | I   | See Footnotes <u>(1)</u> <u>(2)</u>                      |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 (3)            | Â (3)           | Common Stock | 16,406                     | \$ 0 (4) | D                                     | Â                      |
| Series A Preferred Stock | Â (5)            | Â (6)           | Common Stock | 0                          | \$ (5)   | I                                     | See Footnotes (2) (7)  |
| Series D Preferred Stock | Â (8)            | Â (6)           | Common Stock | 0                          | \$ (8)   | I                                     | See Footnotes (2) (9)  |
| Series E Preferred Stock | Â (10)           | Â (6)           | Common Stock | 0                          | \$ (10)  | I                                     | See Footnotes (2) (11) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Deeter Byron B<br>C/O BESSEMER VENTURE PARTNERS<br>1865 PALMER AVENUE, SUITE 104<br>LARCHMONT, NY 10538 | Â X           | Â         | Â       | Â     |

## Signatures

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

11/12/2015

\_\_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) Bessemer Venture Partners VIII Institutional L.P. ("BVP Institutional") owns 122,148 shares. Bessemer Venture Partners VIII L.P. ("BVP VIII," and together with BVP Institutional, the "Bessemer Entities") owns 101,565 shares.  
The Reporting Person is a director of Deer VIII & Co. Ltd, which is the general partner of Deer VIII & Co. L.P., which is the general partner of the Bessemer Entities. The Reporting Person disclaims beneficial ownership of the securities held by the Bessemer Entities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VIII & Co. Ltd., his interest in Deer VIII & Co. L.P. and his indirect limited partnership interest in the Bessemer Entities. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- (2) Subject to the Reporting Person providing continuous service, the restricted stock units (the "RSU") shall vest annually with (i) one-third vesting on the last market trading day immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015 and (ii) two-thirds vesting on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after the November 12, 2015.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (4) The Series A Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series A Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (5) Not applicable.
- (6) BVP Institutional owns 36,400 shares. BVP VIII owns 30,266 shares.
- (7)

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- (8) The Series D Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series D Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (9) BVP Institutional owns 1,190,440 shares. BVP VIII owns 989,853 shares.
- The Series E Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series E Preferred Stock will automatically convert into Common Stock of the Issuer upon the closing of the initial public offering at a ratio depending upon the Issuer's initial public offering price.
- (11) BVP Institutional owns 99,630 shares. BVP VIII owns 82,842 shares.

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.