

Macfarlane Mitch
Form 4
November 06, 2017

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 *
Macfarlane Mitch

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INSTRUCTURE, INC., 6330
SOUTH 3000 EAST, SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2017

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

Chief Operating Officer

(Street)
SALT LAKE CITY, UT 84121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/06/2017		M		7,316 A \$ 8.43	11,964	D
Common Stock	11/06/2017		M		12,499 A \$ 11.25	24,463	D
Common Stock	11/06/2017		S		19,815 D \$ 34.3173 (1)	4,648	D
Common Stock						87,778	I

By The
Great Basin
Trust U/A
01/17/2017

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.

The shares subject to this option vested at a rate of 1/12th of the total number of shares each monthly anniversary of November 15, 2015 (2) (the "Vesting Commencement Date") such that the total number of shares were fully vested on the one-year anniversary of the Vesting Commencement Date.

- (3) The shares subject to this option shall vest in equal monthly installments, at a rate of 1/12th of the total number of shares on each monthly anniversary of November 15, 2016 (the "Vesting Commencement Date") so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the one-year anniversary of the Vesting Commencement Date.

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.