

INSTRUCTURE INC
Form 4
October 21, 2016

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 *
EPIC VENTURE FUND IV, LLC

(Last) (First) (Middle)

C/O EPIC VENTURES, 15 W. SOUTH TEMPLE #500

(Street)

SALT LAKE CITY, UT 84101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/19-06:00/2016

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
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/19-06:00/2016 | | S | 6,757 D \$ 24.92 | 2,277,091 | D ⁽¹⁾ | |
| Common Stock | 10/19-06:00/2016 | | S | 3,045 D \$ 24.92 | 1,026,135 | I | By Zions SBIC LLC ⁽²⁾ |
| Common Stock | 10/19-06:00/2016 | | S | 99 D \$ 24.92 | 33,352 | I | By Kent I. Madsen ⁽³⁾ |
| Common Stock | 10/19-06:00/2016 | | S | 99 D \$ 24.92 | 33,352 | I | By NKE Investments, LLC ⁽⁴⁾ |
| | 10/20-06:00/2016 | | S | 23,981 D | 2,253,110 | D ⁽¹⁾ | |

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| | | | | | | | | | |
|--------------|------------------|---|--------|---|----------|-----------|------------------|--|--|
| Common Stock | | | | | | \$ 25.47 | | | |
| Common Stock | 10/20-06:00/2016 | S | 10,807 | D | \$ 25.47 | 1,015,328 | I | | By Zions SBIC LLC ⁽²⁾ |
| Common Stock | 10/20-06:00/2016 | S | 351 | D | \$ 25.47 | 33,001 | I | | By Kent I. Madsen ⁽³⁾ |
| Common Stock | 10/20-06:00/2016 | S | 351 | D | \$ 25.47 | 33,001 | I | | By NKE Investments, LLC ⁽⁴⁾ |
| Common Stock | 10/21-06:00/2016 | S | 23,318 | D | \$ 25.93 | 2,229,792 | D ⁽¹⁾ | | |
| Common Stock | 10/21-06:00/2016 | S | 10,508 | D | \$ 25.93 | 1,004,820 | I | | By Zions SBIC LLC ⁽²⁾ |
| Common Stock | 10/21-06:00/2016 | S | 342 | D | \$ 25.93 | 32,659 | I | | By Kent I. Madsen ⁽³⁾ |
| Common Stock | 10/21-06:00/2016 | S | 342 | D | \$ 25.93 | 32,659 | I | | By NKE Investments, LLC ⁽⁴⁾ |

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... Repo... 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 |
| EPIC VENTURE FUND IV, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101 | | | | |
| ZIONS SBIC LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101 | | | | |
| MADSEN KENT C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101 | | | | |
| Efstratis E. Nicholaus C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY, UT 84101 | | | | |

Signatures

| | |
|---|------------------|
| /s/ Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Venture Fund IV, LLC | 10/21-06:00/2016 |
| Signature of Reporting Person | Date |
| /s/ Kent I. Madsen, Manager of ZWMC, IV, L.L.C., Investment Manager of Zions SBIC LLC | 10/21-06:00/2016 |
| Signature of Reporting Person | Date |
| /s/ Kent I. Madsen, an individual | 10/21-06:00/2016 |
| Signature of Reporting Person | Date |
| /s/ E. Nicholaus Efstratis, an individual | 10/21-06:00/2016 |
| 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).
 - (1) Epic Management Partners, LLC (EMP) is the investment manager of Epic Venture Fund IV, LLC (EVF IV) and has sole voting and investment power with regard to the shares held directly by EVF IV. E. Nicholaus Efstratis (Mr. Efstratis) and Kent I. Madsen (Mr. Madsen) are the managers of EMP and, therefore, may be deemed to share voting and investment power with regard to the shares held by EVF IV. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.
 - (2) ZWMC IV, L.L.C. (ZWMC) is the investment manager of Zions SBIC LLC (Zions SBIC) and has sole voting and investment power with regard to the shares held directly by Zions SBIC. Mr. Efstratis and Mr. Madsen are the managers of ZWMC and, therefore, may be deemed to share voting and investment power with regard to the shares held by Zions SBIC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an

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admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(3) These shares are owned directly by Mr. Madsen.

(4) Mr. Efstratis has voting and dispositive power with respect to the shares held by NKE Investments, LLC.

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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