

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)

1. Name and Address of Reporting Person *

Â Maloy Marc T.
(Last) (First) (Middle)

C/O INSTRUCTURE,
INC.,Â 6330 SOUTH 3000
EAST, SUITE 700

(Street)

SALT LAKE
CITY,Â UTÂ 84121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/12/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, World Wide Sales

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

13,333

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	04/10/2023	Common Stock	149,999	\$ 1.005	D	Â
Stock Option (Right to Buy)	Â (2)	04/28/2025	Common Stock	39,999	\$ 11.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloy Marc T. C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	Â	Â	Â EVP, World Wide Sales	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) The option is early-exercisable at any time by the Reporting Person. The shares subject to this option shall vest at a rate of twenty-five percent of the total number of shares (which total originally included the 13,333 shares listed in Table I which the Reporting Person has since exercised and purchased) on the one-year anniversary of April 3, 2013 (the "Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Vesting Commencement Date thereafter for 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 four-year anniversary of the Vesting Commencement Date.

(2) 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 the one-month anniversary of April 3, 2017 (the "Vesting Commencement Date") and 1/12th of the total number of shares on each monthly anniversary of the vesting commencement date thereafter for 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.

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