

INSTRUCTURE INC

Form 3/A

November 19, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 Insight Venture Partners VIII,
L.P.

(Last) (First) (Middle)

C/O INSIGHT VENTURE
PARTNERS,Â 1114 AVENUE
OF THE AMERICAS, 36TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
11/12/20153. 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)5. If Amendment, Date Original
Filed(Month/Day/Year)
11/12/20156. 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

156,999

D

Â

Common Stock

40,611

D

Â

Common Stock

5,602

D

Â

Common Stock

49,795

D

Â

Common Stock

146,780

D

Â

Common Stock

106,228

D

Â

Common Stock

506,015

I

See footnote ⁽¹⁾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 (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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	66,690	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	17,250	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	2,380	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	21,152	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	62,348	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	45,123	\$ (2)	D	Â
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	214,943	\$ (2)	I	See footnote (3)
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	581,744	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	150,480	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	20,761	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	184,511	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	543,877	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	393,621	\$ (2)	D	Â
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	1,874,994	\$ (2)	I	See footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Insight Venture Partners VIII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Venture Partners (Cayman) VIII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Venture Partners VIII (Co-Investors), L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Venture Partners(Delaware) VIII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Venture Partners Coinvestment Fund III, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Venture Partners Coinvestment Fund (Delaware) III, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Insight Holdings Group, LLC C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â

Signatures

INSIGHT VENTURE PARTNERS VIII, L.P., /s/ Blair
Flicker

11/19/2015

__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) See Exhibit 99.1

(2) See Exhibit 99.1

(3) See Exhibit 99.1

(4) See Exhibit 99.1

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Remarks:

ThisÂ AmendedÂ FormÂ 3Â isÂ beingÂ filedÂ solelyÂ toÂ addÂ InsightÂ VentureÂ AssociatesÂ VIII,Â Ltd.,Â Insight V

ExhibitÂ List:

ExhibitÂ 99.1Â -Â ExplanationÂ ofÂ Responses

ExhibitÂ 99.2Â -Â JointÂ Filers'Â NamesÂ andÂ Addresses

ExhibitÂ 99.3Â -Â JointÂ Filers'Â Signatures

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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