

Maloy Marc T.  
Form 4  
September 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 \*  
Maloy Marc T.

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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2017

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

SALT LAKE CITY, UT 84121

4. 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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/01/2017		M		2,000 A \$ 1,005	13,272	D
Common Stock	09/01/2017		S		2,000 (1) D \$ 29.66 (2)	11,272	D
Common Stock	09/01/2017		M		1,269 A (3) 12,541	12,541	D
Common Stock	09/01/2017		F		411 D \$ 30.15	12,130	D
Common Stock	09/01/2017		M		896 A (3) 13,026	13,026	D

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Common Stock      09/01/2017      F      290      D      \$ 30.15      12,736      D

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. Amount or Number of Shares
Restricted Stock Units	(4)	09/01/2017		M	1,269	(5) (5)	Common Stock	1,269
Stock Option (Right to Buy)	\$ 1.005	09/01/2017		M	2,000	(6) 04/10/2023	Common Stock	2,000
Restricted Stock Units	(4)	09/05/2017		M	896	(7) (7)	Common Stock	896

## 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			EVP, World Wide Sales	

## Signatures

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

09/06/2017

\_\_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) Shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.10 to \$30.05, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the 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 2 to this Form 4.

(3) The restricted stock units (the "RSU") convert into Issuer's Common Stock on a one-for-one basis.

(4) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

On February 26, 2016, the Reporting Person was granted an RSU for 20,302 shares of the Issuer's Common Stock. The RSU vests in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2016 (the "Vesting

(5) Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

The shares subject to this option vested at a rate of twenty-five percent of the total number of shares 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

(6) Commencement Date thereafter, such that the total number of shares fully vested on the four-year anniversary of the Vesting Commencement Date.

On January 26, 2017, the Reporting Person was granted an RSU for 14,340 shares of the Issuer's Common Stock. The RSU shall vest in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the March 1, 2017 (the "Vesting

(7) Commencement Date") and 1/16th of the RSU on each quarterly anniversary of the Vesting Commencement Date thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-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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