

Kaminsky Steven B.
Form 4
October 25, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Kaminsky Steven B.

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)
10/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/23/2017		M		969 A \$ 2.07	143,345	D
Common Stock	10/23/2017		S		969 ⁽¹⁾ D \$ 35	142,376	D
Common Stock	10/24/2017		M		1,702 A \$ 2.07	144,078	D
Common Stock	10/24/2017		M		9,829 A \$ 11.25	153,907	D
Common Stock	10/24/2017		S		11,531 ⁽¹⁾ D \$ 35	142,376	D

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

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SEC 1474
(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
Stock Option (Right to Buy)	\$ 2.07	10/23/2017		M	969	⁽²⁾ 05/30/2023	Common Stock	969
Stock Option (Right to Buy)	\$ 2.07	10/24/2017		M	1,702	⁽²⁾ 05/30/2023	Common Stock	1,702
Stock Option (Right to Buy)	\$ 11.25	10/24/2017		M	9,829	⁽³⁾ 04/28/2025	Common Stock	9,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaminsky Steven B. C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121			Chief Financial Officer	

Signatures

Matthew A. Kaminer,
Attorney-in-Fact

10/25/2017

__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 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 May 31, 2013 (the "Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Vesting Commencement Date thereafter, such that the total number of shares fully vested on the four-year anniversary of the Vesting Commencement Date.

(2) The shares subject to this option vested in equal monthly installments, at a rate of 1/12th of the total number of shares on the one-month anniversary of May 1, 2016 (the "Vesting Commencement Date") and 1/12th of the total number of shares on each monthly anniversary of the Vesting Commencement Date thereafter, such that the total number of shares fully vested on the one-year anniversary of the Vesting Commencement Date.

(3) 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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