

INSTRUCTURE INC
Form 3/A
November 19, 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)

| | | | | |
|--|---|--|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Insight Venture Partners VIII, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O INSIGHT VENTURE PARTNERS,Â 1114 AVENUE OF THE AMERICAS, 36TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/12/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INSTRUCTURE INC [INST]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/12/2015</p> |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p> | |

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 <u>(1)</u> |

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 | ^ | ^ X | ^ | ^ |
| Insight Venture Partners (Cayman) VIII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |
| Insight Venture Partners VIII (Co-Investors), L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |
| Insight Venture Partners(Delaware) VIII, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |
| Insight Venture Partners Coinvestment Fund III, L.P. C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |
| 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 | ^ | ^ X | ^ | ^ |
| Insight Holdings Group, LLC C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |

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:

This Amended Form 3 is being filed solely to add Insight Venture Associates VIII, Ltd., Insight V

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' 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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