

INSTRUCTURE INC
Form 4
September 19, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OpenView Management, LLC

(Last) (First) (Middle)

303 CONGRESS STREET, 7TH
FLOOR

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INSTRUCTURE INC [INST]

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

09/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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	(A) or (D)	Price			
Common Stock	09/15/2016		S ⁽¹⁾		608	D	\$ 24.0931 ⁽⁵⁾	109,366	I	By OpenView Affiliates Fund II, L.P. ⁽¹⁾
Common Stock	09/15/2016		S ⁽²⁾		916	D	\$ 24.0931 ⁽⁵⁾	164,787	I	By OpenView Affiliates Fund, L.P. ⁽²⁾
Common Stock	09/15/2016		S ⁽³⁾		12,342	D	\$ 24.0931	2,219,331	I	By OpenView

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(5)

Venture Partners II, L.P. (3)

Common Stock	09/15/2016	S(4)	12,034	D	\$ 24.0931 (5)	2,163,910	I
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By OpenView Venture Partners, L.P. (4)

Common Stock	09/16/2016	S(6)	1,697	D	\$ 24.0844 (10)	107,669	I
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By OpenView Affiliates Fund II, L.P. (6)

Common Stock	09/16/2016	S(7)	2,556	D	\$ 24.0844 (10)	162,231	I
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By OpenView Affiliates Fund, L.P. (7)

Common Stock	09/16/2016	S(8)	34,428	D	\$ 24.0844 (10)	2,184,903	I
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By OpenView Venture Partners II, L.P. (8)

Common Stock	09/16/2016	S(9)	33,569	D	\$ 24.0844 (10)	2,130,341	I
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By OpenView Venture Partners, L.P. (9)

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

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.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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							Amount or Number of Shares
					Date Exercisable	Expiration Date	Title
Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OpenView Management, LLC 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW AFFILIATES FUND II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW AFFILIATES FUND LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OPENVIEW VENTURE PARTNERS II LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
OpenView Venture Partners LP 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		
Maxwell Scott Marcil 303 CONGRESS STREET, 7TH FLOOR BOSTON, MA 02210		X		

Signatures

Scott M. Maxwell, By: /s/ Rufus King, Attorney-in-Fact 09/19/2016

__Signature of Reporting Person Date

OpenView Management, LLC, By: /s/ Rufus King, Attorney-in-Fact 09/19/2016

__Signature of Reporting Person Date

OpenView Affiliates Fund II, L.P., By: OpenView General Partner II, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact 09/19/2016

__Signature of Reporting Person Date

OpenView Affiliates Fund, L.P., By: OpenView General Partner, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact 09/19/2016

__Signature of Reporting Person Date

OpenView Venture Partners, L.P., By: OpenView General Partner, L.P., its general partner,

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By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact

09/19/2016

__Signature of Reporting Person

Date

OpenView Venture Partners II, L.P., By: OpenView General Partner II, L.P., its general partner, By: OpenView Management, LLC, its general partner, By: /s/ Rufus King, Attorney-in-Fact

09/19/2016

__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) On September 15, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 608 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (2) On September 15, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 916 shares of Common Stock of the Issuer. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (3) On September 15, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 12,342 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OVP II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (4) On September 15, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 12,034 shares of Common Stock of the Issuer. OpenView General Partner, L.P. ("OGP LP") is the general partner of OVP LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (5) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$24.0714 to \$24.1336. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
 - (6) On September 16, 2016 OpenView Affiliates Fund II, L.P. ("OAF II LP"), a venture capital partnership, sold 1,697 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OAF II LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OAF II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (7) On September 16, 2016 OpenView Affiliates Fund, L.P. ("OAF LP"), a venture capital partnership, sold 2,556 shares of Common Stock of the Issuer. OpenView General Partner L.P. ("OGP LP") is the general partner of OAF LP. OpenView Management, LLC ("OVM LLC") is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OAF LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (8) On September 16, 2016, OpenView Venture Partners II, L.P. ("OVP II LP"), a venture capital partnership, sold 34,428 shares of Common Stock of the Issuer. OpenView General Partner II, L.P. ("OGP II LP") is the general partner of OVP II LP. OVM LLC is the general partner of OGP II LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP II LP disclaims beneficial ownership of all shares held by OVP II LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.
 - (9) On September 16, 2016, OpenView Venture Partners, L.P. ("OVP LP"), a venture capital partnership, sold 33,569 shares of Common Stock of the Issuer. OpenView General Partner, L.P. ("OGP LP") is the general partner of OVP LP. OVM LLC is the general partner of OGP LP. Scott M. Maxwell is the sole manager of OVM LLC. Scott M. Maxwell and each of OVM LLC and OGP LP disclaims beneficial ownership of all shares held by OVP LP except to the extent, if any, of his or such entity's, as applicable, pecuniary interest therein.

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therein.

- (10) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$24.05 to \$24.1582. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 4 filed by t

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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