Kaminer Matthew Form 4 January 25, 2019

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Kaminer Matthew

> (First) (Middle)

C/O INSTRUCTURE, INC., 6330

SOUTH 3000 EAST, SUITE 700

(Street)

2. Issuer Name and Ticker or Trading Symbol

INSTRUCTURE INC [INST]

3. Date of Earliest Transaction

(Month/Day/Year) 01/23/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

SVP, GC & Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

SALT LAKE CITY, UT 84121

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Disposed	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/23/2019		A	1,730		(2)	(2)	Common Stock	1,730
Restricted Stock Units	(1)	01/23/2019		A	111,631	l	(3)	(3)	Common Stock	111,631
Restricted Stock Units	(1)	01/23/2019		A	3,244		<u>(4)</u>	<u>(4)</u>	Common Stock	3,244

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kaminer Matthew C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121

SVP, GC & Secretary

Signatures

/s/ Matthew A. 01/25/2019 Kaminer

**Signature of Reporting 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- The RSU shall vest in equal quarterly installments, at a rate of 1/4th of the RSU on March 1, 2019 and 1/4th of the RSU on each quarterly (2) anniversary of March 1, 2019 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on December 1, 2019.
- 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, 2019 and (3) 1/16th of the RSU on each quarterly anniversary of March 1, 2019 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 March 1, 2019.
- (4) The RSU shall vest in two equal installments, at a rate of 1/2 of the RSU on March 1, 2019 and 1/2 of the RSU on September 1, 2019 for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on September 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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