

INSTRUCTURE INC  
Form 4  
May 13, 2016

**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 \*  
EPIC VENTURE FUND IV, LLC

(Last) (First) (Middle)

15 W. SOUTH TEMPLE #500

(Street)

Salt Lake City, UT 84101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INSTRUCTURE INC [INST]

3. Date of Earliest Transaction (Month/Day/Year)  
05/11/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 2,672,811   | D <sup>(1)</sup>   |   |
| Common Stock                    | 05/11/2016                           |  | J <sup>(2)</sup>               | 572,806 <sup>(2)</sup>  | D \$ 0 0  | I  | By Epic Expansion Capital Annex, LLC <sup>(2)</sup>   |
| Common Stock                    |                                      |  |                                |   | 1,204,460   | I  | By Zions SBIC LLC <sup>(3)</sup>                      |
| Common Stock                    | 05/11/2016                           |  | J <sup>(4)</sup>               | 374,999 <sup>(4)</sup>  | D \$ 0 0  | I  | By Epic Expansion                                     |

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|              |        |   |   |
|--------------|--------|---|---|
| Common Stock | 39,149 | I | Capital, LLC <sup>(4)</sup><br>By Kent I. Madsen <sup>(5)</sup> |
|--------------|--------|---|---|

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

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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| EPIC VENTURE FUND IV, LLC<br>15 W. SOUTH TEMPLE #500<br>Salt Lake City, UT 84101         |               | X         |         |       |
| Epic Expansion Capital Annex, LLC<br>15 W. SOUTH TEMPLE #500<br>SALT LAKE CITY, UT 84101 |               | X         |         |       |
| ZIONS SBIC LLC<br>15 W. SOUTH TEMPLE #500<br>SALT LAKE CITY, UT 84101                    |               | X         |         |       |
| Epic Expansion Capital, LLC<br>15 W. SOUTH TEMPLE #500<br>SALT LAKE CITY, UT 84101       |               | X         |         |       |
|  |               |           |         | X     |

MADSEN KENT  
 15 W. SOUTH TEMPLE #500  
 SALT LAKE CITY, UT 84101

## Signatures

|  |            |
|--|------------|
| /s/ Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Venture Fund IV, LLC                | 05/13/2016 |
| **Signature of Reporting Person  | Date       |
| /s/ Kent I. Madsen, Manager of ZWMC, IV, L.L.C., Investment Manager of Zions SBIC LLC  | 05/13/2016 |
| **Signature of Reporting Person  | Date       |
| /s/ Kent I. Madsen, an individual  | 05/13/2016 |
| **Signature of Reporting Person  | Date       |
| /s/ Kenneth C. Wallace III, Member of Industry Ventures Management VII, L.L.C., Manager of Epic Expansion Capital Annex, LLC | 05/13/2016 |
| **Signature of Reporting Person  | Date       |
| /s/ Kenneth C. Wallace III, Member of IVPH III GP, L.L.C, Manager of Epic Expansion Capital, LLC                             | 05/13/2016 |
| **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).

Epic Management Partners, LLC (EMP) is the investment manager of Epic Venture Fund IV, LLC (EVF IV) and has sole voting and investment power with regard to the shares held directly by EVF IV. E. Nicholas Efstratis and Kent I. Madsen are the managers of EMP and, therefore, may be deemed to share voting and investment power with regard to the shares held by EVF IV. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(1) Until May 11, 2016, EMP was the investment manager of Epic Expansion Capital Annex, LLC (EECA) and had sole voting and investment power with regard to the shares held directly by EECA. Effective as of May 11, 2016, the members of EECA elected to remove EMP as the investment manager of EECA and appoint Industry Ventures Management VII, L.L.C. as the investment manager. As a result of such removal, EMP has no voting or investment power with regard to the shares held by EECA and thus no beneficial ownership with respect to such shares. EECA shall no longer be considered a member of a "group" with the other reporting persons filing this Form 4 for purposes of Section 13(d) of the Exchange Act or otherwise.

(2) ZWMC IV, L.L.C. (ZWMC) is the investment manager of Zions SBIC LLC (Zions SBIC) and has sole voting and investment power with regard to the shares held directly by Zions SBIC. E. Nicholas Efstratis and Kent I. Madsen are the managers of ZWMC and, therefore, may be deemed to share voting and investment power with regard to the shares held by Zions SBIC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(3) Until May 11, 2016, EMP was the investment manager of Epic Expansion Capital, LLC (EEC) and had sole voting and investment power with regard to the shares held directly by EEC. Effective as of May 11, 2016, the members of EEC elected to remove EMP as the investment manager of EEC and appoint IVPH III GP, L.L.C. as the investment manager. As a result of such removal, EMP has no voting or investment power with regard to the shares held by EEC and thus no beneficial ownership. EEC shall no longer be considered a member of a "group" with the other reporting persons filing this Form 4 for purposes of Section 13(d) of the Exchange Act or otherwise.

(4) These shares are owned directly by Kent I. Madsen.

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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