

INSTRUCTURE INC
Form 4
November 18, 2015

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 *
Coates Joshua L.

(Last) (First) (Middle)
C/O INSTRUMENT, INC., 6330
SOUTH 3000 EAST, SUITE 700
(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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	11/18/2015		C	V	Amount: 781,141 Price: \$ 0 (1) (2)	I	By Grizzly Peak, LLC (3)
Common Stock	11/18/2015		P	V	Amount: 81,250 Price: \$ 16	I	By The Joshua and CeliAnne Coates Trust (4)
Common Stock	11/18/2015		P	V	Amount: 43,750 Price: \$ 16	I	By The Coates Equity Trust (5)

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

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(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		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
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Series A Preferred Stock	(1)	11/18/2015		C	V	(A) 256,383	(D)	(1) (6)	Common Stock	256,383
Series B Preferred Stock	(2)	11/18/2015		C	V	(A) 524,758	(D)	(2) (6)	Common Stock	524,758

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coates Joshua L. C/O INSTRUMENT, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	X	X	Chief Executive Officer	

Signatures

/s/ Matthew A. Kaminer,
Attorney-in-Fact

11/18/2015

__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) The Series A Preferred Stock automatically converted into Common Stock on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

(2)

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The Series B Preferred Stock automatically converted into Common Stock on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

- (3) Mr. Coates is the manager of Grizzly Peak, LLC and has sole voting and investment power with respect to the shares held by Grizzly Peak, LLC.
- (4) Mr. Coates and his wife are the trustees and beneficiaries of The Joshua and CeliAnne Coates Trust and have sole voting and investment power with respect to the shares held by The Joshua and CeliAnne Coates Trust.
- (5) Mr. Coates and his wife are the trustees and beneficiaries of The Coates Equity Trust and have sole voting and investment power with respect to the shares held by The Coates Equity Trust.
- (6) Not applicable.

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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