

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

Common Stock	39,149	I	Capital, LLC ⁽⁴⁾ By Kent I. Madsen ⁽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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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)
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Reporting Owners

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

(5) 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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