

INSTRUCTURE INC  
Form 8-A12B  
November 10, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR (G) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Instructure, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State of Incorporation or Organization)**

**26-3505687**  
**(I.R.S. Employer Identification No.)**

**6330 South 3000 East, Suite 700**

**Salt Lake City, UT**  
**(Address of principal executive offices)**

**84121**  
**(Zip code)**

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class	Name of exchange on which
to be so registered <b>Common Stock,</b>	each class is to be registered <b>New York Stock Exchange</b>
<b>\$0.0001 par value per share</b>	

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following.  "

**Securities Act registration statement number to which the form relates: 333-207349**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered.**

Instructure, Inc. (the *Registrant*) hereby incorporates by reference the description of its common stock, par value \$0.0001 per share, to be registered hereunder contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-207349), as originally filed with the Securities and Exchange Commission (the *Commission*) on October 9, 2015, as subsequently amended (the *Registration Statement*), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**INSTRUCTURE, INC.**

Date: November 10, 2015

By: /s/ JOSHUA L. COATES  
Joshua L. Coates  
Chief Executive Officer