INSTRUCTURE INC Form 3 November 12, 2015 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB

INITIAL STATEMENT OF 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

OMB APPROVAL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> WATERHOUSE LLOYD G			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol INSTRUCTURE INC [INST]				
	(First)	(Middle)	11/12/2015	4. Relationshi Person(s) to I	ip of Reporting ssuer	5. If Amendment, Date Original Filed(Month/Day/Year)		
C/O INSTRUCTURE, INC., 6330 SOUTH 3000 EAST, SUITE 700 (Street)				X_ Director	all applicable) r 10% Ow Other w) (specify below)	6. Individual or Joint/Group		
SALT LAKE CITY, UTÂ	84121					— Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	tive Securities	Beneficially Owned		
1.Title of Security (Instr. 4)	7		2. Amount o Beneficially (Instr. 4)		Ownership O	Nature of Indirect Beneficial wnership instr. 5)		
Reminder: Report owned directly or	-	te line for ea	ch class of securities benefic	^{ially} S	EC 1473 (7-02)			
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.								
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D)	

				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Stock	21,875	\$ 0 <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WATERHOUSE LLOYD G C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	ÂX	Â	Â	Â		
Signatures						
/s/ Matthew A. Kaminer, Attorney-in-Fact	11/	12/2015				
**Signature of Reporting Person		Date				

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Subject to the Reporting Person providing continuous service, the restricted stock units (the "RSU") shall vest annually with (i) 50% vesting on the last market trading day immediately prior to Issuer's first annual stockholder meeting held after November 12, 2015 and (ii)

- vesting on the last market trading day immediately prior to Issuer's first annual stockholder meeting held after the November 12, 2015 and (fi) 50% vesting on the last market trading day immediately prior to Issuer's second annual stockholder meeting held after the November 12, 2015.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

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.