

INSTRUCTURE INC
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Deer VIII & Co. Ltd.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS,Â 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT,Â NYÂ 10538

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/12/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

223,713

I

See Footnotes (1) (2)

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

SEC 1473 (7-02)

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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 Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	66,666	\$ <u>(3)</u>	I	See Footnotes <u>(1)</u> <u>(5)</u>
Series D Preferred Stock	Â <u>(6)</u>	Â <u>(4)</u>	Common Stock	2,180,293	\$ <u>(6)</u>	I	See Footnotes <u>(1)</u> <u>(7)</u>
Series E Preferred Stock	Â <u>(8)</u>	Â <u>(4)</u>	Common Stock	182,472	\$ <u>(8)</u>	I	See Footnotes <u>(1)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deer VIII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	â	â X	â	â
Deer VIII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	â	â X	â	â
Bessemer Venture Partners VIII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	â	â X	â	â
Bessemer Venture Partners VIII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	â	â X	â	â

Signatures

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd.

11/12/2015

****Signature of Reporting Person**

Date _____

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P.

11/12/2015

****Signature of Reporting Person**

Date _____

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P.

11/12/2015

****Signature of Reporting Person**

Date _____

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII L.P.

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).

- Deer VIII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VIII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VIII Institutional LP ("BVP Institutional") and Bessemer Venture Partners VIII, LP ("BVP VIII" and together with BVP Institutional, the "Bessemer Entities"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Bessemer
- (1) Entities, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Bessemer Entities.
- (2) BVP Institutional owns 122,148 shares. BVP VIII owns 101,565 shares.
- (3) The Series A Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series A Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (4) Not applicable.
- (5) BVP Institutional owns 36,400 shares. BVP VIII owns 30,266 shares.
- (6) The Series D Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series D Preferred Stock will automatically convert into Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (7) BVP Institutional owns 1,190,440 shares. BVP VIII owns 989,853 shares.
- The Series E Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series E Preferred Stock will
- (8) automatically convert into Common Stock of the Issuer upon the closing of the initial public offering at a ratio depending upon the Issuer's initial public offering price.
- (9) BVP Institutional owns 99,630 shares. BVP VIII owns 82,842 shares.

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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