

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)

|   |   |  |   |   |   |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Deer VIII &amp; Co. Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O BESSEMER VENTURE PARTNERS,Â 1865 PALMER AVENUE, SUITE 104</p> <p>(Street)</p> <p>LARCHMONT,Â NYÂ 10538</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/12/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INSTRUCTURE INC [INST]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 223,713  | I   | See Footnotes <u>(1)</u> <u>(2)</u>                      |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 (3)            | Â (4)           | Common Stock | 66,666                     | \$ (3)   | I                                     | See Footnotes (1) (5) |
| Series D Preferred Stock | Â (6)            | Â (4)           | Common Stock | 2,180,293                  | \$ (6)   | I                                     | See Footnotes (1) (7) |
| Series E Preferred Stock | Â (8)            | Â (4)           | Common Stock | 182,472                    | \$ (8)   | I                                     | See Footnotes (1) (9) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Deer VIII & Co. Ltd.<br>C/O BESSEMER VENTURE PARTNERS<br>1865 PALMER AVENUE, SUITE 104<br>LARCHMONT, NY 10538                              | Â             | Â X       | Â       | Â     |
| Deer VIII & Co. L.P.<br>C/O BESSEMER VENTURE PARTNERS<br>1865 PALMER AVENUE, SUITE 104<br>LARCHMONT, NY 10538                              | Â             | Â X       | Â       | Â     |
| Bessemer Venture Partners VIII Institutional L.P.<br>C/O BESSEMER VENTURE PARTNERS<br>1865 PALMER AVENUE, SUITE 104<br>LARCHMONT, NY 10538 | Â             | Â X       | Â       | Â     |
| Bessemer Venture Partners VIII L.P.<br>C/O BESSEMER VENTURE PARTNERS<br>1865 PALMER AVENUE, SUITE 104<br>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 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.
- (1) BVP Institutional owns 122,148 shares. BVP VIII owns 101,565 shares.
  - (2) 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.
  - (3) Not applicable.
  - (4) BVP Institutional owns 36,400 shares. BVP VIII owns 30,266 shares.
  - (5) 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.
  - (6) BVP Institutional owns 1,190,440 shares. BVP VIII owns 989,853 shares.
  - (7) 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 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.
  - (8) BVP Institutional owns 99,630 shares. BVP VIII owns 82,842 shares.
  - (9)

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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