

INSTRUCTURE INC
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 Efstratis E. Nicholas
(Last) (First) (Middle)

C/O INSTRUCTURE,
INC.,Â 6330 SOUTH 3000
EAST, SUITE 700

(Street)

SALT LAKE
CITY,Â UTÂ 84121

(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 ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ 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	39,149	I	By NKE Investments, LLC ⁽¹⁾
Common Stock	253,500	I	By Epic Expansion Capital Annex, LLC ⁽²⁾
Common Stock	94,612	I	By Epic Venture Fund IV, LLC ⁽²⁾
Common Stock	35,911	I	By Zions SBIC LLC ⁽²⁾

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

SEC 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.

Edgar Filing: INSTRUCTURE INC - Form 3

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (3)	Â (4)	Common Stock	319,306	\$ (3)	I	By Epic Expansion Capital Annex, LLC (2)
Series A Preferred Stock	Â (3)	Â (4)	Common Stock	1,352,194	\$ (3)	I	By Epic Venture Fund IV, LLC (2)
Series A Preferred Stock	Â (3)	Â (4)	Common Stock	26,623	\$ (3)	I	By Zions SBIC LLC (2)
Series B Preferred Stock	Â (5)	Â (4)	Common Stock	784,314	\$ (5)	I	By Epic Venture Fund IV, LLC (2)
Series B Preferred Stock	Â (5)	Â (4)	Common Stock	784,313	\$ (5)	I	By Zions SBIC LLC (2)
Series C Preferred Stock	Â (6)	Â (4)	Common Stock	378,799	\$ (6)	I	By Epic Venture Fund IV, LLC (2)
Series C Preferred Stock	Â (6)	Â (4)	Common Stock	143,777	\$ (6)	I	By Zions SBIC LLC (2)
Series D Preferred Stock	Â (7)	Â (4)	Common Stock	62,892	\$ (7)	I	By Epic Venture Fund IV, LLC (2)
Series D Preferred Stock	Â (7)	Â (4)	Common Stock	213,836	\$ (7)	I	By Zions SBIC LLC (2)
Series E Preferred Stock	Â (8)	Â (4)	Common Stock	273,710	\$ (8)	I	By Epic Expansion Capital, LLC (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Efstratis E. Nicholaus C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	Â X	Â X	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).
- (1) Mr. Efstratis has voting and dispositive power over the shares held by NKE Investments, LLC.
Mr. Efstratis has shared voting and investment power with respect to the shares held by Epic Expansion Capital Annex, LLC, Epic Expansion Capital, LLC, Epic Venture Fund IV, LLC and Zions SBIC LLC. Mr. Efstratis disclaims beneficial ownership of the securities held by such entities, except to the extent of any pecuniary interest therein.
- (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) The Series B Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series B 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) The Series C Preferred Stock is convertible into Common Stock of the Issuer at the option of the holder. The Series C 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) 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.
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)

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.