

INSTRUCTURE INC
Form 4
May 13, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Efstratis E. Nicholas

(Last) (First) (Middle)

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

(Street)

SALT LAKE CITY, UT 84121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

05/11-06:00/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/11-06:00/2016 | | J ⁽¹⁾ | 572,806 ⁽¹⁾ | D \$ 0 0 | I | By Epic Expansion Capital Annex, LLC ⁽¹⁾ |
| Common Stock | | | | | 2,672,811 | I | By Epic Venture Fund IV, LLC ⁽²⁾ |
| Common Stock | | | | | 1,204,460 | I | By Zions SBIC LLC ⁽²⁾ |

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| | | | | | | | |
|--------------|------------------|------------------|------------------------|---|--------|---|---|
| Common Stock | 05/11-06:00/2016 | J ⁽³⁾ | 374,999 ⁽³⁾ | D | \$ 0 0 | I | By Epic Expansion Capital, LLC ⁽³⁾ |
| Common Stock | | | | | | I | By NKE Investments, LLC ⁽⁴⁾ |

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |

Efstratis E. Nicholas
C/O INSTRUMENT, INC.
6330 SOUTH 3000 EAST, SUITE 700
SALT LAKE CITY, UT 84121

Signatures

/s/ E. Nicholas 05/13-06:00/2016
Efstratis

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Until May 11, 2016, Epic Management Partners, LLC (EMP) was the investment manager of Epic Expansion Capital Annex, LLC (EECA) and had sole voting and investment power with regard to the shares held directly by EECA. Mr. Efstratis is a manager of EMP.

(1) Effective as of May 11, 2016, the members of EECA elected to remove EMP as the investment manager of EECA and appoint Industry Ventures Management VII, L.L.C. as the investment manager. As a result of such removal, EMP and Mr. Efstratis have no voting or investment power with regard to the shares held by EECA and thus no beneficial ownership with respect to such shares.

Mr. Efstratis has shared voting and investment power with respect to the shares held by Epic Venture Fund IV, LLC and Zions SBIC

(2) LLC. Mr. Efstratis disclaims beneficial ownership of the securities held by such entities, except to the extent of any pecuniary interest therein.

Until May 11, 2016, EMP was the investment manager of Epic Expansion Capital, LLC (EEC) and had sole voting and investment power with regard to the shares held directly by EEC. Effective as of May 11, 2016, the members of EEC elected to remove EMP as the

(3) investment manager of EEC and appoint IVPH III GP, L.L.C. as the investment manager. As a result of such removal, EMP and Mr. Efstratis have no voting or investment power with regard to the shares held by EEC and thus no beneficial ownership with respect to such shares.

(4) Mr. Efstratis has voting and dispositive power over the shares held by NKE Investments, LLC.

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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