

Goldsmith Daniel Tucker
 Form 4
 January 25, 2019

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 *
 Goldsmith Daniel Tucker

(Last) (First) (Middle)
 C/O INSTRUCTURE, 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)
 01/23/2019

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)
 Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Restricted Stock Units	(1)	01/23/2019	A	2,473		(2)	(2)	Common Stock	2,473
Restricted Stock Units	(1)	01/23/2019	A	415,473		(3)	(3)	Common Stock	415,473
Restricted Stock Units	(1)	01/23/2019	A	8,620		(4)	(4)	Common Stock	8,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldsmith Daniel Tucker C/O INSTRUCTURE, INC. 6330 SOUTH 3000 EAST, SUITE 700 SALT LAKE CITY, UT 84121	X		Chief Executive Officer	

Signatures

/s/ Matthew A. Kaminer,
Attorney-in-Fact

01/25/2019

__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).

(1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.

The RSU shall vest in equal quarterly installments, at a rate of 1/4th of the RSU on March 1, 2019 and 1/4th of the RSU on each quarterly anniversary of March 1, 2019 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on December 1, 2019.

(3) The RSU shall vest in equal quarterly installments, at a rate of 1/16th of the RSU on the quarterly anniversary of the June 1, 2019 and 1/16th of the RSU on each quarterly anniversary of June 1, 2019 thereafter for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on the four-year anniversary of June 1, 2019.

(4) The RSU shall vest in two equal installments, at a rate of 1/2 of the RSU on March 1, 2019 and 1/2 of the RSU on September 1, 2019 for so long as the Reporting Person provides continuous service to the Issuer, such that the RSU shall be fully vested on September 1, 2019.

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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