

INSTRUCTURE INC
Form 3
November 13, 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â EPIC VENTURE FUND IV, LLC | | | (Month/Day/Year) | INSTRUCTURE INC [INST] | |
| (Last) | (First) | (Middle) | 11/12/2015 | | |
| C/O EPIC VENTURES, Â 15 W. SOUTH TEMPLE #500 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| SALT LAKE CITY, Â UT Â 84101 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | | <input checked="" type="checkbox"/> 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 | 94,612 | D <u>(1)</u> | Â |
| Common Stock | 253,500 | I <u>(1)</u> | By Epic Expansion Capital Annex, LLC <u>(1)</u> |
| Common Stock | 35,911 | I <u>(2)</u> | By Zions SBIC LLC <u>(2)</u> |
| Common Stock | 39,149 | I <u>(3)</u> | By Kent I. Madsen <u>(3)</u> |

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.

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

Edgar Filing: INSTRUTURE INC - Form 3

| 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 (4) | Â (5) | Common Stock | 319,306 | \$ (5) | I (1) | By Epic Expansion Capital Annex, LLC (1) |
| Series A Preferred Stock | Â (4) | Â (5) | Common Stock | 1,352,194 | \$ (5) | D (1) | Â |
| Series A Preferred Stock | Â (4) | Â (5) | Common Stock | 26,623 | \$ (5) | I (2) | By Zions SBIC LLC (2) |
| Series B Preferred Stock | Â (6) | Â (5) | Common Stock | 784,314 | \$ (5) | D (1) | Â |
| Series B Preferred Stock | Â (6) | Â (5) | Common Stock | 784,313 | \$ (5) | I (2) | By Zions SBIC LLC (2) |
| Series C Preferred Stock | Â (7) | Â (5) | Common Stock | 378,799 | \$ (5) | D (1) | Â |
| Series C Preferred Stock | Â (7) | Â (5) | Common Stock | 143,777 | \$ (5) | I (2) | By Zions SBIC LLC (2) |
| Series D Preferred Stock | Â (8) | Â (5) | Common Stock | 62,892 | \$ (5) | D (1) | Â |
| Series D Preferred Stock | Â (8) | Â (5) | Common Stock | 213,836 | \$ (5) | I (2) | By Zions SBIC LLC (2) |
| Series E Preferred Stock | Â (9) | Â (5) | Common Stock | 273,710 | \$ (5) | I (1) | By Epic Expansion Capital, LLC (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EPIC VENTURE FUND IV, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY,Â UTÂ 84101 | Â | Â X | Â | Â |
| Epic Expansion Capital Annex, LLC C/O EPIC VENTURES 15 W. SOUTH TEMPLE #500 SALT LAKE CITY,Â UTÂ 84101 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

ZIONS SBIC LLC
C/O EPIC VENTURES
15 W. SOUTH TEMPLE #500
SALT LAKE CITY, UT 84101

Epic Expansion Capital, LLC
C/O EPIC VENTURES ^ ^ X ^ ^
15 W. SOUTH TEMPLE #500
SALT LAKE CITY, UT 84101

MADSEN KENT
C/O EPIC VENTURES ^ ^ X ^ ^
15 W. SOUTH TEMPLE #500
SALT LAKE CITY, UT 84101

Signatures

Kent I. Madsen, Manager of Epic Management Partners LLC, Investment Manager of Epic Venture Fund IV, LLC 11/12/2015

__Signature of Reporting Person Date

Kent I. Madsen, Manager of ZWMC, IV, L.L.C. Investment Manager of Zions SBIC LLC 11/12/2015

__Signature of Reporting Person Date

Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Expansion Capital Annex, LLC 11/12/2015

__Signature of Reporting Person Date

Kent I. Madsen, Manager of Epic Management Partners, LLC, Investment Manager of Epic Expansion Capital, LLC 11/12/2015

__Signature of Reporting Person Date

Kent I. Madsen, an individual 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) Epic Management Partners, LLC (EMP) is the investment manager of Epic Venture Fund IV, LLC (EVF IV), Epic Expansion Capital Annex, LLC (EECA) and Epic Expansion Capital, LLC (EEC) and has sole voting and investment power with regard to the shares held directly by EVF IV, EECA and EEC. E. Nicholas Efstratis and Kent I. Madsen are the managers of EMP and, therefore, may be deemed to share voting and investment power with regard to the shares held by EVF IV, EECA and EEC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(2) ZWMC IV, L.L.C. (ZWMC) is the investment manager of Zions SBIC LLC (Zions SBIC) and has sole voting and investment power with regard to the shares held directly by Zions SBIC. E. Nicholas Efstratis and Kent I. Madsen are the managers of ZWMC and, therefore, may be deemed to share voting and investment power with regard to the shares held by Zions SBIC. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The inclusion of these securities shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.

(3) These shares are owned directly by Kent I. Madsen.

(4) 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 on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.

(5) Not applicable.

Edgar Filing: INSTRUCTURE INC - Form 3

- (6) 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 on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.
- (7) 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 on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.
- (8) 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 on a 1-to-1 basis upon the closing of the initial public offering of the Issuer.
- (9) 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 upon closing of the initial public offering at a ratio dependent on the Issuer's initial public offering price.

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.