

INSTRUCTURE INC  
Form 8-K  
July 31, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 31, 2017

Instructure, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction

001-37629

26-3505687  
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

6330 South 3000 East, Suite 700

Salt Lake City, UT  
(Address of Principal Executive Offices)

84121  
(Zip Code)

Registrant's telephone number, including area code: (800) 203-6755

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On July 31, 2017, Instructure, Inc. (the "Company") issued a press release announcing its financial results for the three months ended June 30, 2017. A copy of this press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 8.01 Other Events.

The Company is clarifying its proxy disclosures concerning the manner in which stockholders or interested parties may contact a presiding director or the independent directors, as required by section 303A of the NYSE Listed Company Manual:

The Chairs of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee alternate presiding over the executive sessions of the Company's board of directors. Stockholders or interested parties who wish to communicate with the Company's board of directors or with an individual director, including the presiding directors over the executive sessions, may do so by mail to the board of directors or the individual director, care of our Secretary at 6330 South 3000 East, Suite 700 Salt Lake City, UT 84121. The communication should indicate that it contains a stockholder or interested party communication. All such communication will be forwarded to the director or directors to whom the communications are addressed. This information is also available on the Company's website at:

[https://s2.q4cdn.com/767796528/files/doc\\_downloads/STOCKHOLDER-OR-OTHER-INTERESTED-PARTY-COMMUNIC](https://s2.q4cdn.com/767796528/files/doc_downloads/STOCKHOLDER-OR-OTHER-INTERESTED-PARTY-COMMUNIC)

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 99.1        | Press Release, dated July 31, 2017 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Instructure, Inc.

Dated: July 31, 2017

By: /s/ Matthew A. Kaminer  
Matthew A. Kaminer  
Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

| Exhibit No. | Description                        |
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