

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Insight Holdings Group, LLC</u> (Last) (First) (Middle) C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pluralsight, Inc. [PS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	05/30/2019		J ⁽¹⁾		1,179,709	D	(1)	3,728,410	I	See footnote ⁽²⁾
Class A Common Stock	05/30/2019		J ⁽¹⁾		169,527	D	(1)	535,783	I	See footnote ⁽³⁾
Class A Common Stock	05/30/2019		J ⁽¹⁾		2,679,709	D	(1)	885,878	I	See footnote ⁽⁴⁾
Class A Common Stock	05/30/2019		J ⁽¹⁾		61,964	D	(1)	20,484	I	See footnote ⁽⁵⁾
Class A Common Stock	05/30/2019		J ⁽¹⁾		120,592	A	(1)	236,965	I	See footnote ⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	(7)	12,142,265	I	See footnote ⁽⁸⁾

1. Name and Address of Reporting Person*

[Insight Holdings Group, LLC](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners \(Cayman\) VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners \(Delaware\) VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[IVP CIF II \(PS Splitter\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10026

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates VII, Ltd.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners VII \(Co-Investors\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners VII, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates Coinvestment II, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[IVP \(Venice\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT VENTURE PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1
4. See Exhibit 99.1
5. See Exhibit 99.1
6. See Exhibit 99.1
7. See Exhibit 99.1
8. See Exhibit 99.1

Remarks:

This Form 4 is the first of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. This first Form 4 should be read in conjunction with the second Form 4 filed by the Designated Filer, Insight Holdings Group, LLC on the date hereof. Exhibit List ----- Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Signatures Exhibit 99.3 - Joint Filer Information

[Insight Holdings Group, LLC,](#)
[By: Blair Flicker, Attorney-in- 06/03/2019](#)
[Fact./s/ Blair Flicker](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

EXPLANATION OF RESPONSES

- (1) On May 30, 2019, the IVP VII Funds distributed an aggregate of 4,090,909 shares of Class A common stock, of the Issuer *pro rata* to their partners in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreement of such entities (the “Initial Distribution”). In connection with the Initial Distribution, Insight Venture Associates VII, L.P. (“IVA VII”), the general partner of each of the Insight VII Funds (as defined below), acquired direct ownership of 727,171 shares of Class A common stock (the “Insight VII Funds Distribution”). On May 30, 2019, IVA VII distributed 727,171 shares of Class A common stock *pro rata* to its partners in accordance with their respective ownership interests as determined in accordance with the limited partnership agreement of IVA VII (the “IVA VII Distribution” and, together with the Initial Distribution, the Insight VII Funds Distribution, the “Distribution”). In accordance with the limited partnership agreement of IVA VII, 120,592 shares of Class A common stock were distributed to IVP (Venice), L.P., (“IVP Venice”), an entity controlled by Insight Holdings Group, LLC. The respective partners of the Insight Funds and IVA VII, including IVP Venice, did not furnish any consideration in exchange for shares received in connection with the Distribution.
- (2) Held directly by Insight Venture Partners (Cayman) VII, L.P. (“IVP Cayman VII”)
- (3) Held directly by Insight Venture Partners (Delaware) VII, L.P. (“IVP Delaware VII”)
- (4) Held directly by Insight Venture Partners VII, L.P. (“IVP VII”)
- (5) Held directly by Insight Venture Partners VII (Co-Investors), L.P. (“IVP Co-Investors VII” and, together with IVP VII, IVP Cayman VII and IVP Delaware VII, the “IVP VII Funds”)
- (6) Held directly by IVP Venice.
- (7) One share of the Issuer's Class B common stock, was issued for each limited liability company unit of Pluralsight Holdings, LLC (each an “LLC Unit”) held by the Reporting Person pursuant to a reclassification of Pluralsight Holdings, LLC that occurred prior to the Issuer's initial public offering of its Class A common stock. The shares of Class B common stock (i) confer no incidents of economic ownership on the holders thereof and (ii) only confer one-to-one voting rights on the holders thereof. Each share of Class B common stock and corresponding LLC Unit is convertible into one share of Class A common stock at the option of the holder and has no expiration date.
- (8) Held directly by IVP CIF II (PS Splitter), L.P.

JOINT FILERS' SIGNATURES

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Attorney-in-Fact

Date: June 3, 2019

INSIGHT VENTURE PARTNERS (CAYMAN) VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

INSIGHT VENTURE PARTNERS (DELAWARE) VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

IVP CIF II (PS SPLITTER), L.P.

By: Insight Venture Associates Coinvestment II, L.P., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

INSIGHT VENTURE ASSOCIATES VII, L.P.

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

INSIGHT VENTURE ASSOCIATES VII, LTD.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

INSIGHT VENTURE ASSOCIATES COINVESTMENT II, L.P.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Authorized Officer

Date: June 3, 2019

INSIGHT VENTURE PARTNERS VII (CO-INVESTORS), L.P

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

INSIGHT VENTURE PARTNERS VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner
By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

Date: June 3, 2019

IVP (VENICE), L.P.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Authorized Officer

Date: June 3, 2019

JOINT FILER INFORMATION

3,728,710 shares of Class A common stock are held of record by Insight Venture Partners (Cayman) VII, L.P. (“IVP Cayman VII”), 535,783 shares of Class A common stock are held of record by Insight Venture Partners (Delaware) VII, L.P. (“IVP Delaware VII”), 885,878 shares of Class A common stock are held by Insight Venture Partners VII, L.P. (“IVP VII”), 20,484 shares of Class A common stock are held of record by Insight Venture Partners VII (Co-Investors), L.P. (“IVP VII Co-Investors” and, together with IVP Cayman VII, IVP Delaware VII and IVP VII, the “IVP VII Funds”). 1,137,762 shares of Class A common stock are held of record by IVP CIF II (AIP B), L.P. (“IVP AIP B”), 512,110 shares of Class A common stock are held of record by IVP CIF II (AIP A), L.P. (“IVP AIP A”) and 12,142,265 shares of Class B common stock are held of record by IVP CIF II (PS Splitter), L.P. (“Splitter”, together with IVP AIP B and IVP AIP A, the “IVP CIF Funds”). The IVP CIF Funds, together with the IVP VII Funds, are referred to as the “IVP Funds”. 236,965 shares of Class A common stock are held of record by IVP (Venice), L.P.

The amount listed as owned by each IVP VII Fund may be deemed to be attributable to the other IVP VII Funds, Insight Venture Associates VII, L.P. (“IVA VII”), Insight Venture Associates VII, Ltd. (“IVA VII Ltd”) and Insight Holdings Group, LLC (“Holdings”) because Holdings is the sole shareholder of IVA VII Ltd, which in turn is the general partner of IVA VII, which in turn is the general partner of each of the IVP VII Funds. The amount listed as owned by each IVP CIF Fund may be deemed to be attributable to the other IVP CIF Funds, Insight Venture Associates Coinvestment II, L.P. (“IVA Coinvestment II”) and Holdings because Holdings is the sole shareholder of IVA Coinvestment II, which in turn is the general partner of each of the IVP CIF Funds.

The amount list as owned by IVP Venice may be deemed attributable to Holdings because Holdings is the sole shareholder of Insight Venture Associates X, Ltd. (“IVA X”), which is the managing member of IVP GP (Venice), LLC (“IVP GP Venice”), which in turn is the general partner of IVP Venice.

Each of Jeffrey Horing, Deven Parekh, Peter Sobiloff, Michael Triplett and Jeffrey Lieberman is a member of the board of managers of Holdings and as such shares voting and dispositive power over the shares held of record by the IVP Funds, IVA VII, IVP Venice and IVA Coinvestment II. The foregoing is not an admission by (i) IVA VII, IVA VII Ltd, IVA Coinvestment II or Holdings that it is the beneficial owner of the shares held of record by the IVP Funds, (ii) IVA X, IVP GP Venice or Holdings that it is the beneficial owner of the shares held of record by IVP Venice, (iii) IVA VII Ltd or Holdings that it is the beneficial owner of the shares held of record by IVA VII, or (iv) Holdings that it is the beneficial owner of the shares held of record by IVA Coinvestment II. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by any of the IVP Funds, IVA VII, IVP Venice or IVA Coinvestment II, except to the extent of his pecuniary interest therein.

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Venture Partners, 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.