

FORM 4

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

OMB APPROVAL
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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 OF SECURITIES

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Insight Holdings Group, LLC | | | Alteryx, Inc. [AYX] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O INSIGHT VENTURE PARTNERS,, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR | | | 9/10/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| NEW YORK, NY 10036 | | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 9/10/2018 | | C (1) | | 290069 | A | (1) | 485865 | I | See Footnotes (3)(6) |
| Class A Common Stock | 9/10/2018 | | C (1) | | 209931 | A | (1) | 351635 | I | See Footnotes (4)(6) |
| Class A Common Stock | 9/10/2018 | | J (2) | | 290069 | D | (2) | 195796 | I | See Footnotes (3)(6) |
| Class A Common Stock | 9/10/2018 | | J (2) | | 209931 | D | (2) | 141704 | I | See Footnotes (4)(6) |
| Class A Common Stock | 9/10/2018 | | J (2) | | 2520 | A | (2) | 7561 | I | See Footnotes (5)(6) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | (1) | 9/6/2018 | | C | | 290069 | | (1) | (1) | Class A Common Stock | 290069 | (1) | 2137964 | D | |
| Class B Common Stock | (1) | 9/6/2018 | | C | | 209931 | | (1) | (1) | Class A Common Stock | 209931 | (1) | 1547310 | D | |

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

Remarks:

This Form 4 is one 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 person. Each Form 4 is filed by Designated Filer, Insight Holdings Group, LLC. Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Names and Addresses Exhibit 99.3 - Joint Filers' Signatures

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Insight Holdings Group, LLC C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | X | | |
| Insight Venture Partners Coinvestment Fund III, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | X | | |
| Insight Venture Partners Coinvestment Fund (Delaware) III, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | X | | |
| Insight Venture Associates Coinvestment III, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | X | | |
| Insight Venture Associates Coinvestment III, Ltd. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036 | | X | | |

Signatures

/s/ INSIGHT HOLDINGS GROUP, LLC

9/12/2018

**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 control number.

| | |
|------------------------------------|-----------------------------|
| Designated Filer: | Insight Holdings Group, LLC |
| Issuer & Ticker Symbol: | Alteryx, Inc. [AYX] |
| Date of Event Requiring Statement: | September 10, 2018 |

EXPLANATION OF RESPONSES

(1) Each share of Class B Common Stock of Alteryx, Inc. (the “Issuer”) is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”). On September 10, 2018, Insight Venture Partners Coinvestment Fund III, L.P. (“IVP Coinvestment III”) converted 290,069 shares of Class B Common Stock into 290,069 shares of Class A Common Stock and Insight Venture Partners Coinvestment Fund (Delaware) III, L.P. (“IVP Coinvestment Delaware III”) converted 209,931 shares of Class B Common Stock into 209,931 shares of Class A Common Stock. The shares of Class A Common Stock and Class B Common Stock have no expiration date.

(2) Effective September 10, 2018, the Insight Coinvestment III Funds (as defined below) distributed an aggregate of 500,000 shares of Class A Common Stock of the Issuer to their partners on a pro rata basis in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities, with no consideration being paid in connection therewith.

(3) Held directly by IVP Coinvestment Fund III.

(4) Held directly by IVP Coinvestment Fund (Delaware). IVP Coinvestment III and IVP Coinvestment Delaware III are together referred to as the “Insight Coinvestment III Funds”.

(5) Held directly by IVA Coinvestment III.

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

The foregoing is not an admission by Holdings, IVA Coinvestment III or IVA Coinvestment III Ltd that it is the beneficial owner of any of the shares held by either of the Insight Coinvestment III Funds.

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 by any of the Insight Coinvestment III Funds. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by any of the Insight Coinvestment III Funds except to the extent of his pecuniary interest therein.

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| Designated Filer: | Insight Holdings Group, LLC |
| Issuer & Ticker Symbol: | Alteryx, Inc. [AYX] |
| Date of Event Requiring Statement: | September 10 , 2018 |

JOINT FILERS' NAMES AND ADDRESSES

1. Insight Venture Partners Coinvestment Fund III, L.P.
2. Insight Venture Partners Coinvestment Fund (Delaware) III, L.P.
3. Insight Venture Associates Coinvestment III, L.P.
4. Insight Venture Associates Coinvestment III, Ltd.
5. Insight Holdings Group, LLC

The business address for each of the above reporting persons is:

c/o Insight Venture Partners
1114 Avenue of the Americas, 36th Floor
New York, NY 10036

Designated Filer: Insight Holdings Group, LLC
Issuer & Ticker Symbol: Alteryx, Inc. [AYX]
Date of Event Requiring Statement: September 10 , 2018

JOINT FILERS' SIGNATURES

INSIGHT VENTURE PARTNERS COINVESTMENT FUND III, L.P.

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

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

**INSIGHT VENTURE PARTNERS COINVESTMENT FUND
(DELAWARE) III, L.P.**

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

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

INSIGHT VENTURE ASSOCIATES COINVESTMENT III, L.P.

By: Insight Venture Associates Coinvestment III, Ltd., its general partner

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

INSIGHT VENTURE ASSOCIATES COINVESTMENT III, LTD.

By: /s/ Blair Flicker

Name: Blair Flicker

Title: Authorized Signatory

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Blair Flicker

Name: Blair Flicker

Title: Authorized Signatory