

# FORM 4

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

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subject to Section 16. Form 4 or  
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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)		
<b>Insight Holdings Group, LLC</b>			<b>Alteryx, Inc. [ AYX ]</b>			<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)					
<b>C/O INSIGHT VENTURE PARTNERS,, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR</b>			<b>8/14/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10036</b>						<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	8/14/2018		S		118975	D	\$55.00 (5)	681352	I	See Footnotes (1)(10)
Class A Common Stock	8/14/2018		S		30775	D	\$55.00 (5)	176246	I	See Footnotes (2)(10)
Class A Common Stock	8/14/2018		S		37736	D	\$55.00 (5)	216103	I	See Footnotes (3)(10)
Class A Common Stock	8/14/2018		S		4246	D	\$55.00 (5)	24316	I	See Footnotes (4)(10)
Class A Common Stock	8/14/2018		S		41887	D	\$55.64 (6)	639465	I	See Footnotes (1)(10)
Class A Common Stock	8/14/2018		S		10835	D	\$55.64 (6)	165411	I	See Footnotes (2)(10)
Class A Common Stock	8/14/2018		S		13285	D	\$55.64 (6)	202818	I	See Footnotes (3)(10)
Class A Common Stock	8/14/2018		S		1495	D	\$55.64 (6)	22821	I	See Footnotes (4)(10)
Class A Common Stock	8/15/2018		S		3119	D	\$53.34 (7)	636346	I	See Footnotes (1)(10)
Class A Common Stock	8/15/2018		S		806	D	\$53.34 (7)	164605	I	See Footnotes (2)(10)
Class A Common Stock	8/15/2018		S		989	D	\$53.34 (7)	201829	I	See Footnotes (3)(10)
Class A Common Stock	8/15/2018		S		111	D	\$53.34 (7)	22710	I	See Footnotes (4)(10)
Class A Common Stock	8/15/2018		S		843	D	\$54.40 (8)	635503	I	See Footnotes (1)(10)
Class A Common Stock	8/15/2018		S		218	D	\$54.40 (8)	164387	I	See Footnotes (2)(10)
Class A Common Stock	8/15/2018		S		267	D	\$54.40 (8)	201562	I	See Footnotes (3)(10)

**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	8/15/2018		S		30	D	\$54.40 (8)	22680	I	See Footnotes (4)(10)
Class A Common Stock	8/15/2018		S		124	D	\$55.11 (9)	635379	I	See Footnotes (1)(10)
Class A Common Stock	8/15/2018		S		32	D	\$55.11 (9)	164355	I	See Footnotes (2)(10)
Class A Common Stock	8/15/2018		S		39	D	\$55.11 (9)	201523	I	See Footnotes (3)(10)
Class A Common Stock	8/15/2018		S		4	D	\$55.11 (9)	22676	I	See Footnotes (4)(10)

**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				

**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
- (9) See Exhibit 99.1
- (10) See Exhibit 99.1

**Remarks:**

Due to the limitation on the number of rows allowed on a Form 4, Insight Venture Partners Coinvestment Fund III, L.P., Insight Venture Partners Coinvestment Fund (Delaware) III, L.P., Insight Venture Associates Coinvestment III, L.P. and Insight Venture Associates Coinvestment III, Ltd. report on a separate Form 4. 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 (Cayman) VIII, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners(Delaware) VIII, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners VIII (Co-Investors), L.P.				

C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Associates VIII, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Associates VIII, Ltd. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		
Insight Venture Partners VIII, L.P. C/O INSIGHT VENTURE PARTNERS, 1114 AVENUE OF THE AMERICAS, 36TH FLOOR NEW YORK, NY 10036		X		

**Signatures**

**INSIGHT HOLDINGS GROUP, LLC**

**8/16/2018**

      
\*\*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.

## EXPLANATION OF RESPONSES

- (1) Held by Insight Venture Partners VIII, L.P. (“IVP VIII”).
- (2) Held by Insight Venture Partners (Cayman) VIII, L.P. (“IVP Cayman VIII”).
- (3) Held by Insight Venture Partners (Delaware) VIII, L.P. (“IVP Delaware VIII”).
- (4) Held by Insight Venture Partners VIII (Co-Investors), L.P. (“IVP VIII Co-Investors” and together with IVP VIII, IVP Cayman VIII and IVP Delaware VIII, the “Insight VIII Funds”).
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.44 to \$55.43, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.44 to \$56.12, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.995, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.04 to \$55.01, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.06 to \$55.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- (10) Insight Holdings Group, LLC (“Holdings”) is the sole shareholder of Insight Venture Associates VIII, Ltd. (“IVA VIII Ltd”). IVA VIII Ltd is the general partner of Insight Venture Associates VIII, L.P. (“IVA VIII”), which is the general partner of IVP VIII., IVP Cayman VIII, IVP Delaware VIII, and IVP VIII Co-Investors. Holdings is also the sole shareholder of Insight Venture Associates Coinvestment III, Ltd. (“IVAC Ltd”). IVAC Ltd is general partner of Insight Venture Associates Coinvestment III, L.P. (“IVAC”). IVAC is the general partner of Insight Venture Partners Coinvestment Fund III, L.P. (“IVP Coinvestment III”) and Insight Venture Partners Coinvestment Fund (Delaware) III, L.P. (“IVP Coinvestment Delaware III” and together with IVP Coinvestment III, the “Coinvest III Funds”). The Coinvest III Funds together with the Insight VIII Funds are the Insight Funds.

The amount listed as owned by each Insight VIII Fund may be deemed to be attributable to each of the other Insight VIII Funds, IVA VIII, IVA VIII Ltd and Holdings because Holdings is the sole shareholder of IVA VIII Ltd, which in turn is the general partner of IVA VIII, which in turn is the general partner of each of the Insight VIII Funds. The amount listed as owned by each Coinvest III Fund may be deemed attributable to the other Coinvest III Fund and Holdings because Holdings is the sole shareholder of IVAC Ltd, which in turn is the general partner of IVAC, which in turn is the general partner of each of the Coinvest 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 Funds. The foregoing is not an admission by any of IVA VIII, IVA VIII Ltd or Holdings that it is the beneficial owner of the shares held by any of the Insight Funds. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by any of the Insight Funds except to the extent of his pecuniary interest therein.

**JOINT FILERS' NAMES AND ADDRESSES**

1. Insight Venture Partners VIII, L.P.
2. Insight Venture Partners (Cayman) VIII, L.P.
3. Insight Venture Partners VIII (Co-Investors), L.P.
4. Insight Venture Partners (Delaware) VIII, L.P.
5. Insight Venture Associates VIII, Ltd.
6. Insight Venture Associates VIII, L.P.
7. 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

**JOINT FILERS' SIGNATURES**

**INSIGHT VENTURE PARTNERS VIII, L.P.**

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

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

**INSIGHT VENTURE PARTNERS (CAYMAN) VIII, L.P.**

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

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

**INSIGHT VENTURE PARTNERS (DELAWARE) VIII, L.P.**

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

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

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

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

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

**INSIGHT VENTURE ASSOCIATES VIII, L.P.**

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

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

**INSIGHT VENTURE ASSOCIATES VIII, 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