

FORM 4

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

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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)	310264	A	(1)	519693	I	See Footnotes (1)(3)(8)
Class A Common Stock	9/10/2018		C	(1)	80257	A	(1)	134430	I	See Footnotes (1)(4)(8)
Class A Common Stock	9/10/2018		C	(1)	98406	A	(1)	164830	I	See Footnotes (1)(5)(8)
Class A Common Stock	9/10/2018		C	(1)	11073	A	(1)	18547	I	See Footnotes (1)(6)(8)
Class A Common Stock	9/10/2018		J	(2)	310264	D	(2)	209429	I	See Footnotes (2)(3)(8)
Class A Common Stock	9/10/2018		J	(2)	80257	D	(2)	54173	I	See Footnotes (2)(4)(8)
Class A Common Stock	9/10/2018		J	(2)	98406	D	(2)	66424	I	See Footnotes (2)(5)(8)
Class A Common Stock	9/10/2018		J	(2)	11073	D	(2)	7474	I	See Footnotes (2)(6)(8)
Class A Common Stock	9/10/2018		J	(2)	762	A	(2)	762	I	See Footnotes (2)(7)(8)

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)	9/10/2018		C		310264		(1)	(1)	Class A Common Stock	310264	(1)	2286817	D	
Class B Common Stock	(1)	9/10/2018		C		80257		(1)	(1)	Class A Common Stock	80257	(1)	591532	D	
Class B Common Stock	(1)	9/10/2018		C		98406		(1)	(1)	Class A Common Stock	98406	(1)	725308	D	

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)	9/10/2018		C		11073		(1)	(1)	Class A Common Stock	11073	(1)	81614	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
- (7) See Exhibit 99.1
- (8) 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 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 VIII, L.P. 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 VIII (Co-Investors), 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 Associates VIII, Ltd. 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		

Signatures

/s/ INSIGHT HOLDINGS GROUP, LLC

9/12/2018

**Signature of Reporting Person

Date

Designated Filer:
 Issuer & Ticker Symbol:
 Date of Event Requiring Statement:

Insight Holdings Group, LLC
 Alteryx, Inc. [AYX]
 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. On September 10, 2018, IVP VIII converted 310,264 shares of Class B Common Stock into 310,264 shares of Class A Common Stock, IVP Cayman VIII converted 80,257 shares of Class B Common Stock into 80,257 shares of Class B Common Stock, IVP Delaware VIII converted 98,406 shares of Class B Common Stock into 98,406 shares of Class A Common Stock and IVP VIII Co-Investors converted 11,073 shares of Class B Common Stock into 11,073 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 VIII 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 by Insight Venture Partners VIII, L.P. (“IVP VIII”).
- (4) Held by Insight Venture Partners (Cayman) VIII, L.P. (“IVP Cayman VIII”).
- (5) Held by Insight Venture Partners (Delaware) VIII, L.P. (“IVP Delaware VIII”).
- (6) 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”).
- (7) Held directly by IVA VIII.
- (8) 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.

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 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

Designated Filer:
Issuer & Ticker Symbol:
Date of Event Requiring Statement:

Insight Holdings Group, LLC
Alteryx, Inc. [AYX]
September 10, 2018

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