

Shutterstock, Inc.
Form 3
April 14, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Flynn Nicholas

(Last) (First) (Middle)

C/O SHUTTERSTOCK,
INC.,Â 350 FIFTH AVENUE,
21ST FLOOR

(Street)

NEW YORK,Â NYÂ 10118

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/13/2015

3. Issuer Name **and** Ticker or Trading Symbol
Shutterstock, Inc. [SSTK]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

SVP Enterprise Sales

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,211

D

Â

Common Stock

5,025 ⁽¹⁾

D

Â

Common Stock

5,000 ⁽²⁾

D

Â

Common Stock

5,000 ⁽³⁾

D

Â

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

SEC 1473 (7-02)

**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.**

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

Edgar Filing: Shutterstock, Inc. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â <u>(4)</u>	07/05/2021	Common Stock	7,500	\$ 15	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	12/20/2021	Common Stock	1,563	\$ 17	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	01/29/2023	Common Stock	4,400	\$ 25.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flynn Nicholas C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10118	Â Â Â SVP Enterprise Sales Â

Signatures

/s/ Laurie Harrison,
Attorney-in-Fact

04/14/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Consists of a restricted stock unit award made pursuant to the Issuer's 2012 Omnibus Equity Incentive Plan, and each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. This award vests in two equal annual installments on each of March 3, 2016 and March 3, 2017, respectively, subject to the Reporting Person's employment on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.

(2) Consists of a restricted stock unit award made pursuant to the Issuer's 2012 Omnibus Equity Incentive Plan, and each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. This award vests in three equal annual installments beginning September 8, 2015, subject to the Reporting Person's employment on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.

(3) Consists of a restricted stock unit award made pursuant to the Issuer's 2012 Omnibus Equity Incentive Plan, and each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. This award vests in three equal annual installments beginning March 2, 2016, subject to the Reporting Person's employment on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.

(4) The option became exercisable as to 1,875 shares on each of October 1, 2014, January 1, 2015 and April 1, 2015, respectively, and becomes exercisable as to the remaining 1,875 shares on July 1, 2015.

(5) The option became exercisable as to (i) 313 shares on each of October 1, 2014 and April 1, 2015, respectively, and (ii) 312 shares on January 1, 2015, and becomes exercisable as to (x) 312 shares on July 1, 2015 and (y) 313 shares on October 1, 2015.

Edgar Filing: Shutterstock, Inc. - Form 3

(6) The option became exercisable as to 1,250 shares on January 29, 2014 and as to an additional 6.25% of the shares per quarter thereafter.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.