

SHUTTERFLY INC

Form 3

September 28, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â SCHOENDORF NANCY J

(Last) (First) (Middle)

3000 SAND HILL ROAD,
BUILDING 3,Â SUITE 290

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/28/2006

3. Issuer Name and Ticker or Trading Symbol
SHUTTERFLY INC [SFLY]

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)

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 Owned1. 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)

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)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	1,500,000	\$ (3)	I	See footnote. (1)
Series B Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	382,651	\$ (3)	I	See footnote. (1)
Series C Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	188,679	\$ (3)	I	See footnote. (2)
Series D Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	689,691	\$ (3)	I	See footnote. (1)
Series D Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	648,488	\$ (3)	I	See footnote. (2)
Series E Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	679,001	\$ (3)	I	See footnote. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOENDORF NANCY J 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â X	Â X	Â	Â
MOHR DAVIDOW VENTURES V LP 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
Mohr, Davidow Ventures V-L, L.P. 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
FIFTH MDV PARTNERS LLC 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
FEIBER JONATHAN D 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
Fifth-L MDV Partners, L.L.C. 3000 SAND HILL ROAD, BUILDING 3 SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Explanation of Responses:

- 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.