

SHUTTERFLY INC

Form 3

June 22, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 CIBELLI MARIO

(Last) (First) (Middle)

60 EAST 42ND STREET,Â SUITE 2306

(Street)

NEW YORK,Â NYÂ 10165

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/15/2015

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 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

2,500

D <sup>(1)</sup> Â

Common Stock

4,308

D <sup>(2)</sup> Â

Common Stock

1,670,000

I See Footnote <sup>(3)</sup>

Common Stock

500

I By Wife <sup>(4)</sup>

Common Stock

500

I By Son <sup>(5)</sup>

Common Stock

500

I By Son <sup>(5)</sup>

Common Stock

400

I By Son <sup>(5)</sup>

Common Stock

400

I By Daughter <sup>(5)</sup>

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)	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	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CIBELLI MARIO  
60 EAST 42ND STREET  
SUITE 2306  
NEW YORK, NY 10165

Â X Â Â Â

Marathon Partners Equity Management, LLC  
60 EAST 42ND STREET  
SUITE 2306  
NEW YORK, NY 10165

Â X Â Â Â

## Signatures

/s/ Mario Cibelli

06/22/2015

\_\_Signature of Reporting Person

Date

Marathon Partners Equity Management, LLC, By: /s/ Mario Cibelli, Managing Member

06/22/2015

\_\_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) These securities are owned by Mario Cibelli, who is a Reporting Person.

(2) Represents shares of common stock underlying a restricted stock unit award granted to Mario Cibelli that will vest in three equal annual installments beginning on June 12, 2016.

(3) These securities are held in the accounts of private funds. Marathon Partners Equity Management, LLC ("Marathon") may be deemed to be a beneficial owner of such securities by virtue of its role as the investment manager or general partner of such private funds, and Mario Cibelli may be deemed to be a beneficial owner of such securities as the Managing Member of Marathon. Marathon and Mario Cibelli are each a Reporting Person. Each of Marathon and Mario Cibelli disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

## Edgar Filing: SHUTTERFLY INC - Form 3

- (4) These securities are owned by the wife of Mario Cibelli.
- (5) These securities are owned by a minor child of Mario Cibelli.

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.