Shutterstock, Inc. Form 3 September 22, 2015

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

 BERNS STEVEN

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

09/21/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Shutterstock, Inc. [SSTK]

(Check all applicable)

(give title below) (specify below)

Chief Financial Officer

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10118

(City) (State) (Zip)

> 2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: Direct (D)

or Indirect

(Instr. 5)

(I) (Instr. 5)

Common Stock

1. Title of Security

(Instr. 4)

4,321 (1)

Â D

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

SEC 1473 (7-02)

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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. 5. Conversion Ownership or Exercise Form of

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

Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to	(2)	03/31/2021	Common	15,000	\$ 17.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
BERNS STEVEN						
C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 21ST FLOOR	Â	Â	Chief Financial Officer	Â		

Date

Signatures

NEW YORK, NYÂ 10118

/s/ Laurie Harrison, Attorney-in-Fact 09/22/2015

**Signature of Reporting Person

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).
 - Includes 2,328 shares of common stock subject to a restricted stock unit award granted on June 11, 2015 pursuant to the Issuer's 2012 Omnibus Equity Incentive Plan; each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (1) This award will vest in full on the earlier of (i) the one year anniversary of the date of grant and (ii) the date immediately preceding the date of the Issuer's 2016 annual meeting of stockholders, subject in each case to the Reporting Person continuing to serve as an officer on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.
- (2) The option became exercisable as to 5,000 of the shares underlying the option on March 15, 2013 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.

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