## Edgar Filing: Shutterstock, Inc. - Form 4

Shutterstock,	Inc.										
Form 4											
December 02	, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe			-						Expires:	January 31, 2005	
subject to STATEMENT OF CHAN				GES IN BENEFICIAL OW				NERSHIP OF	Estimated a		
				SECURITIES					burden hou	rs per	
Form 4 or Form 5		rement to Sa	oction 16	$\tilde{b}(a)$ of the	Securitie	a Fr	chang	e Act of 1934,	response	0.5	
obligation	<sup>s</sup> Section 17(						-	f 1935 or Section	n		
may contin See Instru	nue.			•	Company						
1(b).	cuon				1 2						
(Print or Type R	esponses)										
						Reporting Person(s) to					
Symbol				stock, Inc. [SSTK]							
(1 +)	(First)							(Chec	k all applicable	;)	
(Last)	(First) (		Month/Da	Earliest Tra	ansaction			Director	10%	Owner	
C/O SHUTT	ERSTOCK, IN		12/01/20	-				Officer (give	title Oth	er (specify	
	NUE, 21ST FLO							below) Chief	below) f People Office	r	
	(Street)	1	1 If Amon	dmant Dat	o Original				-		
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
		1	nea(mon	in Duy i cui)				_X_ Form filed by C			
NEW YORK	K, NY 10118							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	I Nor D	<b>:</b> 6	<b></b>	• •		e an Danafiaial	les Oeren e d	
		-					-	uired, Disposed of		-	
1.Title of Security				3. Transactic				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Wondin Day) Tear	any	on Date, if Transaction(A) or Disposed of Code (D)				01	Beneficially	(D) or Benefi Indirect (I) Owner	Beneficial	
		(Month/Da	ay/Year)	Year) (Instr. 8) (Instr. 3, 4 and 5)				Owned		Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/01/2015			А	20,000 (1)	A	\$0	20,000	D		

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 36.42	12/01/2015		А	25,000	(2)	12/01/2025	Common Stock	25,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PHELAN PETER C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10118			Chief People Officer				
Signatures							
/s/ Laurie Harrison,							

Attorney-in-Fact

\*\*Signature of Reporting Person

12/02/2015

Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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 four equal annual installments

- (1) represents a contrigent of receive one share of the issuer's continuon stock. This award vests in four equal annual instantients beginning December 1, 2016, subject in each case to the Reporting Person's continued employment on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.
- (2) The option becomes exercisable in four equal annual installments beginning December 1, 2016, subject in each case to the Reporting Person's continued employment on such vesting date.

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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