

Shutterstock, Inc.
Form 4
June 16, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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 APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Insight Venture Partners V L P

(Last) (First) (Middle)

680 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock, par value \$0.01 per share	06/12/2014		J ⁽¹⁾	306,022 D <u>(2)</u>	1,056,691	D ⁽³⁾	
Common stock, par value \$0.01 per share	06/12/2014		J ⁽¹⁾	17,993 D <u>(2)</u>	62,132	D ⁽³⁾	
Common stock, par value \$0.01 per share	06/12/2014		J ⁽¹⁾	92,654 D <u>(2)</u>	319,935	D ⁽³⁾	

Edgar Filing: Shutterstock, Inc. - Form 4

Common stock, par value \$0.01 per share	06/12/2014	J ⁽¹⁾	333,331	D	<u>(2)</u>	1,150,990	D ⁽³⁾	
Common stock, par value \$0.01 per share	06/12/2014	J ⁽¹⁾	750,000	D	<u>(2)</u>	2,589,748	I	See Footnote ⁽¹⁾
Common stock, par value \$0.01 per share	06/12/2014	J ⁽¹⁾	127,285	A	<u>(2)</u>	127,285	D ⁽¹⁾	
Common stock, par value \$0.01 per share	06/13/2014	J ⁽¹⁾	127,285	D	<u>(2)</u>	0	D ⁽¹⁾	

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.

SEC 1474
(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Insight Venture Partners V L P 680 FIFTH AVENUE	Director 10% Owner Officer Other X

8TH FLOOR
NEW YORK, NY 10019

Insight Venture Partners V (Employee Co-Investors) L P
680 FIFTH AVENUE
8TH FLOOR
NEW YORK, NY 10019

X

Insight Venture Partners Cayman V L P
680 FIFTH AVENUE
8TH FLOOR
NEW YORK, NY 10019

X

Insight Venture Partners V Coinvestment Fund L P
680 FIFTH AVENUE
8TH FLOOR
NEW YORK, NY 10019

X

Insight Venture Associates V, L.L.C.
680 FIFTH AVENUE
8TH FLOOR
NEW YORK, NY 10019

X

Insight Holdings Group, LLC
680 FIFTH AVENUE
8TH FLOOR
NEW YORK, NY 10019

X

Signatures

INSIGHT VENTURE PARTNERS V, L.P., By: Insight Venture Associates V, L.L.C., its
general partner, By: Insight Holdings Group, LLC, its manager, By: /s/ Blair Flicker

06/16/2014

__Signature of Reporting Person

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).

(1) See Exhibit 99.1.

(2) See Exhibit 99.1.

(3) See Exhibit 99.1.

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.