

Shutterstock, Inc.
Form 4
November 17, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)

1114 AVENUE OF THE AMERICAS, 36TH 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)
11/13/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/13/2014		J ⁽¹⁾		526,254	D	<u>2</u> 0
Common Stock, par value \$0.01 per share	11/13/2014		J ⁽¹⁾		30,943	D	<u>2</u> 0
Common Stock, par	11/13/2014		J ⁽¹⁾		159,334	D	<u>2</u> 0

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/13/2014

J⁽¹⁾

573,217

D

②

0

D⁽³⁾

Common
Stock, par
value
\$0.01 per
share

11/13/2014

J⁽¹⁾

1,289,748

D

②

0

I

See
Footnote
(1)

Common
Stock, par
value
\$0.01 per
share

11/13/2014

J⁽¹⁾

168,147

A

②

168,147

D⁽¹⁾

Common
Stock, par
value
\$0.01 per
share

11/13/2014

J⁽¹⁾

168,147

D

②

0

D⁽¹⁾

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

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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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Insight Venture Partners V L P 1114 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners V (Employee Co-Investors) L P 1114 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners Cayman V L P 1114 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Partners V Coinvestment Fund L P 1114 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10019		X		
Insight Venture Associates V, L.L.C. 1114 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10019		X		
Insight Holdings Group, LLC 1114 AVENUE OF THE AMERICAS 36TH 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

11/17/2014

__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.

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