

BERNS STEVEN
Form 4/A
March 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
BERNS STEVEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SHUTTERSTOCK, INC., 350
FIFTH AVENUE, 21ST FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
COO and CFO

(Street)
NEW YORK, NY 10118

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2018

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/01/2018		F	2,576 (1) D \$ 49.42	66,074	D	
Common Stock	03/01/2018		A(2)	32,601 (3) A \$ 0	98,675	D	

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

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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNS STEVEN C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 21ST FLOOR NEW YORK, NY 10118			COO and CFO	

Signatures

/s/ Heidi Garfield,
Attorney-in-Fact
Date: 03/06/2018

__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).
- On March 1, 2018, the Reporting Person acquired 7,500 shares of common stock upon the vesting of restricted stock units ("RSUs"). In connection with this vest, 2,576 shares were withheld by the Issuer to cover taxes due upon vesting of the RSUs and the remaining net
- (1) 4,924 shares of common stock continue to be held by the Reporting Person. As a result of administrative error, the Form 4 previously filed with the Securities and Exchange Commission on March 5, 2018 erroneously reported the withholding of shares by the Issuer to cover taxes due upon the vesting of RSUs as an acquisition of shares rather than a disposition of shares.
 - (2) As a result of administrative error, the acquisition of these RSUs was omitted from the Form 4 previously filed with the Securities and Exchange Commission on March 5, 2018.
 - (3) Consists of a restricted stock unit award made pursuant to the Issuer's Amended and Restated 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 beginning March 1, 2019, subject in each case to the Reporting Person's continued employment on such vesting date.

Remarks:

This amendment is intended to replace, in its entirety, the Form 4 filed on March 5, 2018.

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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