

BERNSTEIN STEVEN

Form 4/A

March 06, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
BERNSTEIN STEVEN

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10118

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

COO and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ 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 Indirect Ownership (Instr. 4)
Common Stock	03/01/2018		F	(A) or (D) 2,576 (1) D	\$ 49.42	66,074	D
Common Stock	03/01/2018		A(2)	(3) 32,601 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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SEC 1474
 (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	Amount or 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 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
- 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.
 - 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.
- 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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