

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Insight Venture Partners V L P</u> (Last) (First) (Middle) 680 FIFTH AVENUE 8TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shutterstock, Inc. [SSTK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		408,029	D	(2)	2,427,668	D ⁽³⁾	
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		23,991	D	(2)	142,742	D ⁽³⁾	
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		123,539	D	(2)	735,025	D ⁽³⁾	
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		444,441	D	(2)	2,644,313	D ⁽³⁾	
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		1,000,000	D	(2)	5,949,748	I	See Footnote (3)
Common Stock, par value \$0.01 per share	05/21/2013		J ⁽¹⁾		170,074	A	(2)	170,074	D ⁽³⁾	
Common Stock, par value \$0.01 per share	05/22/2013		J ⁽¹⁾		170,074	D	(2)	0	D ⁽³⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

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)

1. Name and Address of Reporting Person*

Insight Venture Partners V (Employee Co-Investors) L P

(Last) (First) (Middle)

680 FIFTH AVENUE

8TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Cayman V L P](#)

(Last)

(First)

(Middle)

680 FIFTH AVENUE
8TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners V Coinvestment Fund L P](#)

(Last)

(First)

(Middle)

680 FIFTH AVENUE
8TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates V, L.L.C.](#)

(Last)

(First)

(Middle)

680 FIFTH AVENUE
8TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Insight Holdings Group, LLC](#)

(Last)

(First)

(Middle)

680 FIFTH AVENUE
8TH FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1 footnote 1.
2. See Exhibit 99.1 footnote 2.
3. See Exhibit 99.1 footnote 3.

Remarks:

[INSIGHT VENTURE PARTNERS V, L.P., By: Insight Venture Associates V, L.L.C., its general partner, By: Insight Holdings Group, LLC, its manager, /s/ Jeff Horing](#) 05/23/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Explanation of Responses

- (1) On May 21, 2013, the Insight V Funds (as defined below) distributed on aggregate of 1,000,000 shares of Common Stock of the issuer *pro rata* to their partners in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreement of such entities (the “First Distribution”). In connection with the First Distribution, Insight Venture Associates V, L.L.C. (“Insight Associates V”), the general partner of each of the Insight V Funds, acquired direct ownership of 170,074 shares. On May 22, 2013, Insight Associates V distributed these 170,074 shares *pro rata* to its members in accordance with their respective ownership interests as determined in accordance with the limited liability company operating agreement of Insight Associates V (the “Second Distribution” and, together with the First Distribution, the “Distribution”).
- (2) The respective partners of the Insight V Funds and the members of Insight Associates V did not furnish any consideration in exchange for shares received in connection with the Distribution.
- (3) The Insight V Funds beneficially own 5,949,748 shares of Common Stock after giving effect to the Distribution. Insight Venture Partners V, L.P. is the record beneficial owner of 2,427,668 shares of Common Stock, Insight Venture Partners (Cayman) V, L.P. is the record beneficial owner of 735,025 shares of Common Stock, Insight Venture Partners V Coinvestment Fund, L.P. is the record beneficial owner 2,644,313 shares of Common Stock and Insight Venture Partners V (Employee Co-Investors), L.P. is the record beneficial owner of 142,742 shares of Common Stock (together with Insight Venture Partners V, L.P., Insight Venture Partners V Coinvestment Fund, L.P. and Insight Venture Partners (Cayman) V, L.P., the “Insight V Funds”). The amount listed as directly owned by each respective Insight V Fund may be deemed to be attributable to each of the other Insight V Funds, Insight Associates V and Insight Holdings Group, LLC (“Insight Holdings”) because Insight Holdings is the manager of Insight Associates V, which in turn is the general partner of each of the Insight V Funds. Jeffrey L. Horing, Deven Parekh and Peter Sobiloff are the members of the board of managers of Insight Holdings. Because Messrs. Horing, Parekh and Sobiloff are the members of the board of managers of Insight Holdings, they may also be deemed to have voting and dispositive power over these shares. The foregoing is not an admission by Insight Associates V or Insight Holdings that it is the beneficial owner of the shares held by the Insight V Funds. Each of Messrs. Horing, Parekh and Sobiloff disclaims beneficial ownership of the shares except to the extent of his pecuniary interests in these entities.

Joint Filers' Names and Addresses

- (1) Insight Venture Partners V (Employee Co-Investors), L.P.
- (2) Insight Venture Partners (Cayman) V, L.P.
- (3) Insight Venture Partners V Coinvestment Fund, L.P.
- (4) Insight Venture Associates V, L.L.C.
- (5) Insight Holdings Group, LLC

The business address for all of the above reporting persons is:

680 Fifth Avenue
8th Floor
New York, N.Y. 10019

Joint Filers' Signatures

INSIGHT VENTURE PARTNERS V (EMPLOYEE CO-INVESTORS), L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its manager

By: /s/ Jeffrey L. Horing

Date: May 23, 2013

INSIGHT VENTURE PARTNERS (CAYMAN) V, L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its manager

By: /s/ Jeffrey L. Horing

Date: May 23, 2013

INSIGHT VENTURE PARTNERS V COINVESTMENT FUND, L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its manager

By: /s/ Jeffrey L. Horing

Date: May 23, 2013

INSIGHT VENTURE ASSOCIATES V, L.L.C.

By: Insight Holdings Group, LLC, its manager

By: /s/ Jeffrey L. Horing

Date: May 23, 2013

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Jeffrey L. Horing

Date: May 23, 2013