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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 12, 2026

Shutterstock, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-35669	80-0812659
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

350 Fifth Avenue, 20th Floor
New York, NY 10118
(Address of principal executive offices, including zip code)

(646) 710-3417
(Registrant’s telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Class	Trading symbol	Name of each exchange on which registered
Common Stock, $0.01 par value per share	SSTK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 12, 2026, Paul J. Hennessy notified the Board of Directors (the "Board") of Shutterstock, Inc. (the "Company") of his decision to step down as the Company's Chief Executive Officer and as a member of the Board, effective immediately. The Board appointed Rik Powell, the Company's Chief Financial Officer, to serve as Interim Chief Executive Officer, effective immediately. Mr. Powell will also continue to serve as the Company's Chief Financial Officer. To facilitate an orderly leadership transition, Mr. Hennessy will remain with the Company in a non-executive advisory capacity through August 7, 2026. Mr. Hennessy's departure is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Board intends to commence a process to identify the Company's next permanent Chief Executive Officer.

In connection with Mr. Powell's appointment as Interim Chief Executive Officer, the Board approved the following additional compensation arrangements for Mr. Powell: (i) additional cash compensation of $75,000 per month for each month of service as Interim Chief Executive Officer, and (ii) a one-time grant of restricted stock units with a grant date value of $450,000, which will cliff vest on the six-month anniversary of the date Mr. Powell is appointed Interim Chief Executive Officer, subject to Mr. Powell's continued service as an employee (but without regard to whether Mr. Powell remains as Interim Chief Executive Officer) with the Company through such date; provided, that such equity award will be forfeited in the event Mr. Powell is terminated for cause or voluntarily resigns prior to the vesting date. Mr. Powell's existing compensation as Chief Financial Officer will remain unchanged and is described in the Company's most recent Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission.

Mr. Powell, age 54, has served as the Company's Chief Financial Officer since November 2024 and prior to that Senior Vice President, Finance from June 2024. Prior to joining the Company, Mr. Powell was Senior Vice President, Finance and Investor Relations at Shake Shack, an NYSE publicly traded quick services restaurant group, from 2022 to 2024. Prior to that, Mr. Powell served in various finance positions at Getty Images, a visual media company, where he ultimately advanced to the position of Chief Financial Officer from 2017 to 2020. Prior to that, Mr. Powell held various finance roles at Dell Computer Corporation and HP Inc. and started his career at Grant Thornton LLP. Mr. Powell is from Oxford in the United Kingdom and has been a Fellow of the UK Chartered Association of Certified Accountants for a number of years.

There are no arrangements or understandings between Mr. Powell and any other person pursuant to which he was appointed to serve as the Interim Chief Executive Officer. Mr. Powell has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K, and Mr. Powell has no family relationships with any director or executive officer of the Company.

Item 7.01 Regulation FD Disclosure.

On July 13, 2026, the Company issued a press release regarding certain of the matters described in Item 5.02 and Item 8.01. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

The Company is planning to engage a strategic advisor to assist the Company in formulating its go-forward strategy following termination of the merger agreement with Getty Images.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Employment Letter for Rik Powell as Interim Chief Executive Officer
99.1	Press release entitled "Shutterstock Announces Leadership Transition," dated July 13, 2026
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SHUTTERSTOCK, INC.

Dated: July 13, 2026

By: /s/ Rik Powell

Rik Powell

Chief Financial Officer & Interim Chief Executive Officer

Exhibit 10.1

SHUTTERSTOCK, INC.

July 13, 2026

Rikki Powell
via email delivery

Re: Employment Agreement Acknowledgement

Dear Rik:

Reference is made to your Employment Agreement, effective November 1, 2024, with Shutterstock, Inc., a Delaware company (collectively, including all direct and indirect subsidiaries and affiliated entities, the "Company"), dated as of October 30, 2024 (the "Employment Agreement"). Terms used but not otherwise defined herein shall have the meaning ascribed to such term in the Employment Agreement.

Effective July 13, 2026, in addition to your position as the Company's Chief Financial Officer, you accept being appointed Interim Chief Executive Officer of the Company. In consideration of your new position, you will receive (i) additional cash compensation of $75,000 per month for each month of service as Interim Chief Executive Officer, and (ii) a one-time grant of restricted stock units with a grant date value of $450,000, which will cliff vest on the six-month anniversary of the your appointment as Interim Chief Executive Officer, subject to your continued service as employee (but without regard to whether you remain as Interim Chief Executive Officer) with the Company through such date; provided, that such restricted stock unit award will be forfeited in the event you are terminated for Cause or voluntarily resign prior to the vesting date ((i) and (ii) collectively, the "Interim CEO Consideration"). The Interim CEO Consideration is in addition to your existing compensation under your Employment Agreement for service as the Company's Chief Financial Officer which will remain unchanged. You further acknowledge and agree the additional Interim Chief Executive Officer duties placed on you, as well as the removal of these duties in the future, shall not constitute or give rise to a termination without Cause or, following a Change in Control, a resignation for Good Reason under the Employment Agreement.

Except as expressly modified by this letter, all terms and provisions of your Employment Agreement shall continue unchanged and in full force and effect.

Please sign and date this letter below and return the signed and dated letter to me to acknowledge your agreement to this letter.

Sincerely,

Shutterstock, Inc.
/s/ Sara Birmingham
Name: Sara Birmingham
Title: Chief Human Resource Officer

ACKNOWLEDGED & AGREED:

/s/ Rikki Powell
Rikki Powell

Date: July 13, 2026

Exhibit 99.1

Shutterstock Announces Leadership Transition

Paul Hennessy to Step Down as Chief Executive Officer and Board Member; Rik Powell Appointed as Interim CEO

New York, NY - July 13, 2026 - Shutterstock, Inc. (NYSE: SSTK) (the "Company"), a family of brands delivering scalable creative and GenAI solutions to help customers fuel great work, today announced that Paul Hennessy has stepped down as the Company's Chief Executive Officer and as a member of the Board of Directors, effective immediately. The Board has appointed Rik Powell, the Company's Chief Financial Officer, to serve as Interim Chief Executive Officer, effective immediately. Powell has served as the Company's Chief Financial Officer since November 2024 and started with the Company in June 2024 as Senior Vice President, Finance and Investor Relations. He will continue to serve as the Company's CFO during this transition.

The Company is grateful for Paul Hennessy's contributions to Shutterstock over the last 4 years as CEO and for the 11 years he has been a member of our Board of Directors. As is true across the technology industry, leadership evolution is critical to innovation and growth. The Board has full confidence in the Shutterstock leadership team to champion the business through its next chapter and believes Rik Powell is well equipped to serve as Interim CEO/CFO while the Board commences a process to identify the Company's next permanent Chief Executive Officer.

To facilitate a seamless leadership transition, Hennessy will remain with the Company in a non-executive advisory capacity through August 7, 2026. The Board is also planning to engage a strategic advisor to assist the Company in formulating its go-forward strategy.

The Company's second quarter 2026 earnings results call is currently scheduled for Thursday, August 6, 2026 at 8:30am ET.

ABOUT SHUTTERSTOCK

Shutterstock is in the business of turning ideas into impact. Powered by a global network of millions of creators and our cutting-edge technology, we provide businesses, creatives, and brand leaders with the essential, universal ingredients to make their work more effective. Shutterstock offers access to one of the world's largest and most diverse collections of high-quality licensable assets, specialized training datasets, evaluation tools, and end-to-end strategic partnerships for the full model training lifecycle, as well as advertising and distribution solutions, exclusive editorial content, and full-service studio production—delivering unparalleled resources to fuel great work.

Discover our impact at www.shutterstock.com and connect with us on LinkedIn, Instagram, X, Facebook and YouTube.

Press Contact
Lori Rodney
press@shutterstock.com
917-563-4991