

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>BERNS STEVEN</u> (Last) (First) (Middle) <u>C/O SHUTTERSTOCK, INC.</u> <u>350 FIFTH AVENUE, 21ST FLOOR</u> (Street) <u>NEW YORK NY 10118</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>COO and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/05/2018</u>		

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	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	

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					

Explanation of Responses:

- 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.

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

** 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.