

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Weiss Louis</u>	<u>Shutterstock, Inc. [SSTK]</u>	<div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div>Chief Marketing Officer</div>
(Last)(First)(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
<u>350 FIFTH AVENUE</u>	<u>04/01/2019</u>	
<u>21ST FLOOR</u>		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>NEW YORK NY 10118</u>		<div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2019		A		8,752 ⁽¹⁾	A	\$0	29,995 ⁽²⁾	D	
Common Stock	04/02/2019		F		1,804 ⁽³⁾	D	\$46.83	28,191	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)
					Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. 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 three equal annual installments beginning April 1, 2020, subject in each case to the Reporting Person's continued employment on such vesting date. Vested shares will be delivered to the Reporting Person as soon as practicable following each vesting date.
2. The amount of securities beneficially owned has been adjusted to reflect an additional 1,106 RSUs granted to the Reporting Person on August 29, 2018 pursuant to the antidilution provisions of the Issuer's Amended and Restated 2012 Omnibus Equity Incentive Plan.
3. On April 2, 2019, the Reporting Person acquired 5,310 shares of common stock upon the vesting of restricted stock units (RSUs). In connection with this vest, 1,804 shares were withheld by the Issuer to cover taxes due upon vesting of the RSUs and the remaining net 3,506 shares of common stock continue to be held by the Reporting Person.

/s/ Heidi Garfield, Attorney-in-Fact 04/03/2019

** 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.