
**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): **June 8, 2023**

Shutterstock, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35669
(Commission
File Number)

80-0812659
(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:

Title of each 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.
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2023, Shutterstock, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of April 10, 2023, the record date for the Annual Meeting, there were a total of 35,994,416 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 33,594,681 shares of the Company’s common stock were represented in person or by proxy, and therefore a quorum was present.

Described below are the matters voted upon at the Annual Meeting and the voting results.

Proposal One - Election of Directors

At the Annual Meeting, the Company’s stockholders elected the following Class II director nominees to serve on the Company’s Board of Directors until the 2026 Annual Meeting of Stockholders or, in each case, until the director’s successor is duly elected and qualified or, if earlier, his or her death, resignation or removal. The votes cast were as follows:

Director	For	Withhold	Broker Non-Votes
Deirdre Bigley	27,601,034	4,240,716	1,752,931
Alfonse Upshaw	31,095,599	746,151	1,752,931

Proposal Two - Advisory Vote on the Compensation of the Company's Named Executive Officers

At the Annual Meeting, the Company’s stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement. The votes cast were as follows:

For	Against	Abstain	Broker Non-Votes
21,790,265	10,000,996	50,489	1,752,931

Proposal Three - Ratification of Appointment of Independent Registered Public Accounting Firm

At the Annual Meeting, the Company’s stockholders ratified the Audit Committee’s appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes cast were as follows:

For	Against	Abstain	Broker Non-Votes
33,328,017	248,298	18,366	1,752,931

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

EXHIBIT INDEX

Exhibit No.

Exhibit Description

104 Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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SIGNATURE

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: June 8, 2023

By: /s/ John Lapham
John Lapham
General Counsel and Corporate Secretary