

Shutterstock, Inc.  
Form 8-K  
June 18, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 12, 2014**

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**Shutterstock, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35669**  
(Commission  
File Number)

**80-0812659**  
(IRS Employer  
Identification No.)

**350 Fifth Avenue, 21st Floor**  
**New York, New York**  
(Address of principal executive offices)

**10118**  
(Zip Code)

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(646) 419-4452

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

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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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

Shutterstock, Inc. (the Company ) held its Annual Meeting of Stockholders on June 12, 2014 (the Annual Meeting ). As of April 17, 2014, the record date for the Annual Meeting, there were a total of 35,197,284 shares of the Company s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 34,479,736 shares of the Company s common stock were represented in person or by proxy, and therefore a quorum was present.

At the Annual Meeting, the stockholders elected the following Class II director nominees to serve on the Company s Board of Directors until the 2017 Annual Meeting of Stockholders or, in each case, until the director s successor is duly elected and qualified, with the following voting results:

<b>Director</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Jeff Epstein	32,596,283	362,485	1,520,968
Jonathan Miller	32,363,916	594,852	1,520,968

At the Annual Meeting, the stockholders also ratified the Audit Committee s appointment of PricewaterhouseCoopers LLP as the Company s independent registered accounting firm for the fiscal year ending December 31, 2014, with the following voting results:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
34,449,987	10,238	19,511	0

**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.**  
(Registrant)

Date: June 18, 2014

By: */s/ Timothy E. Bixby*  
*Timothy E. Bixby*  
*Chief Financial Officer*