

Shutterstock, Inc.
Form SC 13G/A
February 12, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Shutterstock, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

825690 100
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 825690 100

1. Names of Reporting Persons.
Jonathan Oringer
2. Check the Appropriate Box
if a Member of a Group (See
Instructions)
.. (a)

3. SEC Use Only
.. (b)
4. Citizenship or Place of
Organization United States
Sole Voting
Power

5.

15,956,327
Shared
Voting
Power

6.

Number of
Shares Beneficially
by Owned by Each
Reporting Person
With: 0
Sole
Dispositive
Power

7.

15,956,327
Shared
Dispositive
Power

8.

9. Aggregate Amount
Beneficially Owned by Each
Reporting Person
0

15,956,327

Check if the Aggregate

Amount in Row (9)

10. Excludes Certain Shares
(See Instructions).

Percent of Class Represented

by Amount in Row (9)

11.

45.6 (1)

Type of Reporting Person

(See Instructions)

12.

IN

(1) Based on a total of 35,004,044 shares of the Issuer's Common Stock outstanding as of November 6, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2013.

Item 1.

(a) Name of Issuer:

Shutterstock, Inc.

(b) Address of Issuer's Principal Executive Offices:

350 Fifth Avenue, 21st Floor, New York, NY 10118

Item 2.

(a) Name of Person Filing:

Jonathan Oringer

(b) Address of Principal Business Office or, if none, Residence:

c/o Shutterstock, Inc., 350 Fifth Avenue, 21st Floor, New York, NY 10118

(c) Citizenship:

United States

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP No.:

825690 100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) "Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) Amount beneficially owned: 15,956,327

(b) Percent of class: 45.6%

Based on a total of 35,004,044 shares of the Issuer's Common Stock outstanding as of November 6, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2013.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote. 15,956,327
- (ii) Shared power to vote or to direct the vote. 0
- (iii) Sole power to dispose or to direct the disposition of. 15,956,327
- (iv) Shared power to dispose or to direct the disposition of. 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2014
(Date)

/s/ Jonathan Oringer
(Signature)

Jonathan Oringer
(Name and Title)

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