SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Grossman Scott Gregg (Last) (First) (Middle) C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 20TH FLOOR (Street) NEW YORK NY 10118 (City) (State) (Zip)	11/02/2026	Shutterstock, Inc. [SSTK] Foreign Trading Symbol

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) Interim CFO	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,215	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance-based Restricted Stock Unit	(1)	(1)	Common Stock	784	(2)	D	
Restricted Stock Unit	(3)	(3)	Common Stock	9,118	(4)	D	
Restricted Stock Unit	(5)	(5)	Common Stock	11,074	(4)	D	
Restricted Stock Unit	(6)	(6)	Common Stock	3,164	(4)	D	
Restricted Stock Unit	(7)	(7)	Common Stock	784	(4)	D	

Explanation of Responses:

1. Performance-based Restricted Stock Unit ("PSU") award with a target amount of 2,351 shares of the Issuer's common stock granted on April 1, 2024 that vests in three equal annual installments beginning April 1, 2025, contingent upon, and subject to adjustment based on, the achievement of certain adjusted EDITDA margin and revenue growth performance thresholds for each annual performance period. Such PSU is subject to confirmation of achievement of performance by the Issuer's Compensation Committee of the Board of Directors.

2. Each PSU represents a contingent right to receive one share of the Issuer's common stock.

3. Restricted Stock Unit ("RSU") award granted on April 1, 2026 that vests in full on April 1, 2027, subject to the Reporting Person's continued employment on such vesting date.

4. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

5. RSU award in the amount of 16,611 shares of the Issuer's common stock granted on April 1, 2025 that vests in three equal annual installments beginning April 1, 2026, subject to the Reporting Person's continued employment on such vesting date.

6. RSU award in the amount of 4,746 shares of the Issuer's common stock granted on April 1, 2025 that vests in three equal annual installments beginning April 1, 2026, subject to the Reporting Person's continued employment on such vesting date.

7. RSU award in the amount of 2,351 shares of the Issuer's common stock granted on April 1, 2024 that vests in three equal annual installments beginning April 1, 2025, subject to the Reporting Person's continued employment on such vesting date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Colleen Kearney, as attorney-in-fact for Scott Gregg Grossman — 11/10/2026

** Signature of Reporting — Date

Person

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 5 (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.

Exhibit 24.1

shutterstock

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Colleen Kearney, General Counsel of Shutterstock, Inc. (the "Company"), as his or her true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of the Company, any and all reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

2. do and perform any and all lawful and reasonable acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or other required report and timely file such report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other lawful and reasonable action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted; provided that such attorney-in-fact provides prompt notice to the undersigned as to any such act or thing so taken. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports under Section 16 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of the 9th day of November, 2026.

/s/ Scott Grossman
Scott Grossman