

| OMB APPROVAL                                 |           |
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**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).

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Oringer Jonathan</u><br><hr/> (Last) (First) (Middle)<br><u>C/O SHUTTERSTOCK, INC.</u><br><u>350 FIFTH AVENUE, 20TH FLOOR</u><br><hr/> (Street)<br><u>NEW YORK NY 10118</u><br><hr/> (City) (State) (Zip)                           | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Shutterstock, Inc. [ SSTK ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>EXECUTIVE CHAIRMAN</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>04/03/2023</u>             |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                          |   |
| <b>Rule 10b5-1(c) Transaction Indication</b><br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |  |
| Common Stock                    | 04/03/2023                           |  | M                              |   | 15,086  | A          | \$0    | 11,452,448  | D  |  |
| Common Stock                    | 04/03/2023                           |  | F                              |   | 6,018   | D          | \$72.6 | 11,446,430  | 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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance-based Restricted Stock Unit    | (1)  | 04/03/2023                           |  | M                              |   | 15,086   |     | 04/01/2023   | (2)             | Common Stock  | 15,086                                     | \$0  | 40,231  | D  |       |
| Performance-based Restricted Stock Unit    | (1)  | 04/03/2023                           |  | A                              |   | 75,601   |     | (3)  | (3)             | Common Stock  | 75,601                                     | \$0  | 75,601  | D  |       |

**Explanation of Responses:**

- Each Performance-based RSU ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- PSU award granted on April 1, 2022 that vests in three equal annual installments beginning April 1, 2023, contingent upon, and subject to adjustment based on, the achievement of certain adjusted EBITDA margin and revenue growth performance thresholds for each annual performance period. Subject to Compensation Committee confirmation of achievement of performance and subject to adjustment pursuant to the award agreement.
- PSU award granted on April 3, 2023 that vests in three equal annual installments beginning April 1, 2024, contingent upon, and subject to adjustment based on, the achievement of certain adjusted EBITDA margin and revenue growth performance thresholds for each annual performance period. Subject to Compensation Committee confirmation of achievement of performance and subject to adjustment pursuant to the award agreement.

/s/ John Lapham, Attorney-in-Fact 04/05/2023

\*\* 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.