

---

---

**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 3, 2021**

---

**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, 21st 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 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.
- 
-

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

On June 3, 2021, Shutterstock, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of April 14, 2021, the record date for the Annual Meeting, there were a total of 36,555,123 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 34,857,910 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 III director nominees to serve on the Company’s Board of Directors until the 2024 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:

<b>Director</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Thomas R. Evans	32,433,054	508,693	1,916,163
Paul J. Hennessy	32,918,273	23,474	1,916,163

**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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
32,454,169	473,566	14,011	1,916,164

**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, 2021. The votes cast were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
34,352,654	500,268	4,988

**Proposal Four - Advisory Vote on the Frequency of Holding an Advisory Vote on the Compensation of the Company's Named Executive Officers**

At the Annual Meeting, the Company’s stockholders recommended, on an advisory basis, an advisory vote on the compensation of the Company’s named executive officers every year. The votes were cast as follows:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Broker Non-Votes</b>
31,905,525	672	859,389	1,946,162

**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

<u>Exhibit No.</u>	<u>Exhibit Description</u>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**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, 2021

By:         /s/ John Lapham        

John Lapham

General Counsel and Corporate Secretary