

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Hennessy Paul J.</u> (Last) (First) (Middle) C/O SHUTTERSTOCK, INC. 350 FIFTH AVENUE, 20TH FLOOR (Street) NEW YORK NY 10118 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shutterstock, Inc. [SSTK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/02/2024		M		87,596	A	\$0	175,399	D	
Common Stock	07/02/2024		F		43,717	D	\$37.38	131,682	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 Units	(1)	07/01/2024		A		162,544		07/01/2026	(2)	Common Stock	162,544	\$0	162,544	D	
Restricted Stock Unit	(3)	07/01/2024		A		54,101		07/01/2026	(4)	Common Stock	54,101	\$0	54,101	D	
Restricted Stock Unit	(3)	07/02/2024		M		87,596		07/01/2024	(5)	Common Stock	87,596	\$0	87,597	D	

Explanation of Responses:

- Each Performance-based Restricted Stock Unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- PSU award granted on July 1, 2024 that vests July 1, 2026, contingent upon, and subject to adjustment based on, the achievement of certain adjusted EBITDA margin and revenue growth performance thresholds for the performance period. Subject to Compensation Committee confirmation of achievement of performance and subject to adjustment pursuant to the award agreement.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- RSU award granted on July 1, 2024 that vests July 1, 2026, subject to the Reporting Person's continued employment on such vesting date.
- RSU award granted on July 1, 2022 that vests in three equal annual installments beginning July 1, 2023, subject to the Reporting Person's continued employment on such vesting date.

/s/ John Lapham, Attorney-in-Fact 07/03/2024

** 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.