

SCHEDULE 13D

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)

825690100

(CUSIP Number)

Jonathan Oringer
Shutterstock, Inc.
350 Fifth Avenue, 21st Floor
New York, NY 10118
(646) 766-1855

(Name, address and telephone number of person authorized to receive notices and communications)

August 3, 2020

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

| | | |
|--|--|--|
| (1) | Names of reporting persons Jonathan Oringer | |
| (2) | Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| (3) | SEC use only | |
| (4) | Source of funds (see instructions) OO | |
| (5) | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | Citizenship or place of organization United States of America | |
| Number of shares beneficially owned by each reporting person with: | (7) | Sole voting power 16,311,870 (1) |
| | (8) | Shared voting power 0 |
| | (9) | Sole dispositive power 16,311,870 (1) |
| | (10) | Shared dispositive power 0 |
| (11) | Aggregate amount beneficially owned by each reporting person 16,311,870 (1) | |
| (12) | Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/> | |
| (13) | Percent of class represented by amount in Row (11) 45.2% (2) | |
| (14) | Type of reporting person (see instructions) IN | |

(1) The total number of shares includes 105,497 restricted stock units granted to the Reporting Person, each of which represents a contingent right to receive one share of common stock ("Common Stock"), par value \$0.01 per share, of Shutterstock, Inc. (the "Issuer"). The restricted stock units will vest only if (i) the Reporting Person remains continuously employed by the Issuer until the fifth anniversary of the date of grant and (ii) the average 90-day closing price of the Common Stock equals or exceeds \$161.88 for any 90 consecutive calendar days during the period commencing on the fifth anniversary of the date of grant and ending on the tenth anniversary of the date of grant, inclusive; provided that the Reporting Person remains continuously employed by the Issuer until the date of satisfaction of such condition.

(2) Based on a total of 36,068,528 shares of Issuer's Common Stock outstanding on August 3, 2020.

EXPLANATORY NOTE: This Amendment No. 1 ("Amendment No. 1") to Schedule 13D is being filed by Jonathan Oringer pursuant to Rule 13d-1(a) under Securities Exchange Act of 1934 to report certain material changes to Mr. Oringer's beneficial ownership since the filing of the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on May 17, 2016 (the "Original Schedule 13D"). Information contained in the Original Schedule 13D remains effective except to the extent that it is amended, restated, or superseded by the information contained in this Amendment No. 1. All capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meaning set forth in the Original Schedule 13D.

SCHEDULE 13D

Item 2. Identity and Background.

Item 2 of the Original Schedule 13 is hereby amended and restated in its entirety as follows:

This Statement is being filed by Jonathan Oringer. Mr. Oringer's principal place of business is Shutterstock, Inc., 350 Fifth Avenue, 21st Floor, New York, New York 10118. Mr. Oringer's principal occupation is Founder and Executive Chairman of the Board of Directors of the Issuer. During the last five years, Mr. Oringer has not been convicted in a criminal proceeding or party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Oringer is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13 is hereby amended and restated in its entirety as follows:

The outstanding shares of Common Stock currently beneficially owned by Mr. Oringer were acquired by Mr. Oringer over several years through various means, including (i) 15,942,631 shares issued to Mr. Oringer in connection with the Issuer's initial public offering ("IPO Shares"), (ii) options to purchase in the aggregate 263,742 shares of Common Stock under the Issuer's Amended and Restated 2012 Omnibus Equity Incentive Plan that vest and are exercisable within 60 days hereof, granted to Mr. Oringer by the Issuer in connection with his service as the Issuer's then Chief Executive Officer and (iii) 105,497 restricted stock units, each of which represents a contingent right to receive one share of Common Stock under the Issuer's Amended and Restated 2012 Omnibus Equity Incentive Plan, granted to Mr. Oringer by the Issuer in connection with his service as the Issuer's then Chief Executive Officer ("Performance Shares").

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13 is hereby amended and supplemented by adding the following information:

On May 1, 2020, Mr. Oringer adopted a written sales plan with Charles Schwab in accordance Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and Issuer's policies regarding stock transactions (the "2020 10b5-1 Plan"). Under the 2020 10b5-1 Plan, Mr. Oringer intends to sell up to 1,020,000 shares of Common Stock, subject to certain market conditions. Sales may commence on June 1, 2020 and would be completed by May 31, 2021, subject to earlier termination in accordance with the terms of the 2020 10b5-1 Plan and applicable law and regulation. The 2020 10b5-1 Plan is intended to permit the orderly disposition of a portion of Mr. Oringer's holdings as part of his personal long-term financial plan for asset diversification and liquidity. All sales under the 2020 10b5-1 Plan are to be made in the discretion of Charles Schwab and in accordance with the terms, conditions, and restrictions of such plan. Mr. Oringer does not have any control, influence, or authority over sales made pursuant to the 2020 10b5-1 Plan.

The first sentence of the second to last paragraph of Item 4 of the Original Schedule 13 is hereby amended and restated in its entirety as follows:

Mr. Oringer is the Founder and Executive Chairman of the Board of Directors of the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13 is hereby amended and restated in its entirety as follows:

(a)-(b)

Mr. Oringer beneficially owns an aggregate of 16,311,870 shares of Common Stock, representing approximately 45.2% of the outstanding Common Stock, as to which Mr. Oringer has sole dispositive and voting power. The ownership percentage set forth above is based upon 36,068,528 shares of Common Stock of the Issuer outstanding, as of August 3, 2020. The total number of shares beneficially owned by Mr. Oringer includes 105,497 restricted stock units granted to Mr.

Oringer, each of which represents a contingent right to receive one share of Common Stock. The restricted stock units will vest only if (i) Mr. Oringer remains continuously employed by the Issuer until the fifth anniversary of the date of grant and (ii) the average 90-day closing price of Common Stock equals or exceeds \$161.88 for any 90 consecutive calendar days during the period commencing on the fifth anniversary of the date of grant and ending on the tenth anniversary of the date of grant, inclusive; provided that the Mr. Oringer remains continuously employed by the Issuer until the date of satisfaction of such condition.

(c)

During the past sixty days, the transactions set forth below were effected for Mr. Oringer's account by Charles Schwab in the open market pursuant the 2020 10b5-1 Plan. Each day's sales comprised open market transactions made on that day, and the price per share reported for each sale is the weighted average sales price. Mr. Oringer will provide upon request of the SEC staff the full information regarding the number of shares purchased or sold at each separate price.

| Date of Transaction | Number of Shares Sold | Price per Share |
|---------------------|-----------------------|-----------------------|
| 06/01/2020 | 15,962 | 37.22 ⁽¹⁾ |
| 06/02/2020 | 17,255 | 37.13 ⁽²⁾ |
| 06/03/2020 | 13,356 | 37.39 ⁽³⁾ |
| 06/04/2020 | 21,222 | 38.02 ⁽⁴⁾ |
| 06/05/2020 | 17,205 | 38.29 ⁽⁵⁾ |
| 07/01/2020 | 23,667 | 35.96 ⁽⁶⁾ |
| 07/02/2020 | 17,871 | 36.60 ⁽⁷⁾ |
| 07/06/2020 | 18,972 | 37.06 ⁽⁸⁾ |
| 07/07/2020 | 14,617 | 37.35 ⁽⁹⁾ |
| 07/08/2020 | 9,873 | 36.91 ⁽¹⁰⁾ |
| 08/03/2020 | 43,696 | 54.53 ⁽¹¹⁾ |

1. The transaction was executed in multiple trades as prices ranging from \$36.96 to 37.86 per share.
2. The transaction was executed in multiple trades as prices ranging from \$36.76 to 37.56 per share.
3. The transaction was executed in multiple trades as prices ranging from \$36.99 to 37.80 per share.
4. The transaction was executed in multiple trades as prices ranging from \$36.94 to 38.36 per share.
5. The transaction was executed in multiple trades as prices ranging from \$37.97 to 39.13 per share.
6. The transaction was executed in multiple trades as prices ranging from \$34.96 to 36.45 per share.
7. The transaction was executed in multiple trades as prices ranging from \$36.29 to 36.98 per share.
8. The transaction was executed in multiple trades as prices ranging from \$36.70 to 37.44 per share.
9. The transaction was executed in multiple trades as prices ranging from \$36.80 to 37.92 per share.
10. The transaction was executed in multiple trades as prices ranging from \$36.62 to 37.28 per share.
11. The transaction was executed in multiple trades as prices ranging from \$53.75 to 55.15 per share.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13 is hereby amended and supplemented to incorporate by reference the disclosure under Item 4.

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.

Dated: August 5, 2020

/s/ Jonathan Oringer

Name: Jonathan Oringer