

SHUTTERFLY INC
Form 3
November 16, 2015

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>POPE MICHAEL W</p> <p>(Last) (First) (Middle)</p> <p>C/O SHUTTERFLY, INC., 2800 BRIDGE PARKWAY</p> <p>(Street)</p> <p>REDWOOD CITY, CA 94065</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/06/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SHUTTERFLY INC [SFLY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer & SVP</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Inducement Restricted Stock Units	Â (1)	Â (1)	Common Stock	70,000	\$ (1)	D	Â
Inducement Performance-Based Restricted Stock Units	Â (2)	Â (2)	Common Stock	70,000	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POPE MICHAEL W C/O SHUTTERFLY, INC. 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Â	Â	Â Chief Financial Officer & SVP	Â

Signatures

/s/ Ray Amanquah, as attorney-in-fact
Date: 11/16/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These Inducement Restricted Stock Units represent a contingent right, under the Issuer's 2015 Equity Inducement Incentive Plan (the "Plan"), to receive Issuer common stock on a one-for-one basis. This one-time award vests in 4 equal annual installments beginning October 27, 2015, subject to acceleration in the event of a change of control of the Issuer, as detailed in Mr. Pope's Offer Letter of Employment dated October 23, 2015 (the "Offer Letter").
- (2) These Performance Inducement Restricted Stock Units represent a contingent right, under the Plan, to receive Issuer common stock on a one-for-one basis. This one-time award vests in 4 equal annual installments beginning October 27, 2015, subject to achievement of the applicable performance objectives. The vesting of this award will accelerate in the event of a change of control of the Issuer, as detailed in the Offer Letter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.