

SHUTTERFLY INC
Form 4
February 19, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Wiley Roland Karl

(Last) (First) (Middle)

C/O SHUTTERFLY, INC., 2800
BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SHUTTERFLY INC [SFLY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/17/2016		M ⁽¹⁾		2,250 A \$ 0	7,087	D
Common Stock	02/18/2016		S		857 ⁽²⁾ D \$ 39.0559	6,230	D
Common Stock	02/17/2016		M ⁽³⁾		2,250 A \$ 0	8,480	D
Common Stock	02/18/2016		S		857 ⁽⁴⁾ D \$ 39.0559	7,623	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am or Nur of Sha
Restricted Stock Units	(5)	02/17/2016		M(1)	2,250	(5) (5)	Common Stock	1,
Performance-Based Restricted Stock Units	(6)	02/17/2016		M(3)	2,250	(6) (6)	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wiley Roland Karl C/O SHUTTERFLY, INC. 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065			SVP and General Manager	

Signatures

/s/ Ray Amanquah, 02/19/2016
Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Reflects shares vested pursuant to the restricted stock unit award granted on February 13, 2015 (the "RSU") under the Issuer's 2006 Equity Incentive Plan (the "Plan").
- (2) Represents shares sold to cover taxes due upon vesting and settlement of the RSU.

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(3) Reflects shares vested pursuant to the performance-based restricted stock unit award granted on February 13, 2015 (the "PBRSU") under the Plan.

(4) Represents shares sold to cover taxes due upon vesting and settlement of the PBRSU.

Each of these RSUs represents a contingent right to receive one (1) share of Issuer common stock under the Plan. This award vests in 4
(5) equal annual installments beginning February 17, 2015. The first installment vested on February 17, 2016. This award expires on the earlier of the Settlement Date or the Termination Date.

Each of these PBRsUs represents a contingent right to receive one (1) share of Issuer common stock under the Plan. This award vests in 4
(6) equal annual installments beginning February 17, 2015, subject to achievement of the applicable performance objectives. The first installment vested on February 17, 2016.

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.