## Edgar Filing: Meek Michael - Form 4

Meek Mich Form 4	ael						
April 18, 20	018						
FORM	<b>Л Д</b>						PPROVAL
	UNITED		URITIES AND EXC Vashington, D.C. 205		COMMISSIO	N OMB Number:	3235-0287
Check t if no lo subject Section Form 4 Form 5 obligati may co	nger to 16. or Filed pur <sup>ions</sup> Section 17(	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					January 31, 2005 average urs per . 0.5
<i>See</i> Inst 1(b).		30(h) of th	e Investment Company	y Act of 1	940		
(Print or Type	e Responses)						
1. Name and Address of Reporting Person <u>*</u> Meek Michael			suer Name <b>and</b> Ticker or T ol 'TTERFLY INC [SFL	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (A	Middle) 3. Da	te of Earliest Transaction		(Cli	eck all applicabl	e)
	TTERFLY, INC., 2 PARKWAY		th/Day/Year) 6/2018		Director X Officer (gi below) Preside		% Owner ner (specify touch
	(Street)		Amendment, Date Original Month/Day/Year)		Applicable Line) _X_ Form filed by	Joint/Group Fili	erson
REDWOC	D CITY, CA 9400	65			Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Sable I - Non-Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, any	Code Disposed o r) (Instr. 8) (Instr. 3, 4	A) or of (D)	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)
Reminder: Ro	eport on a separate line	e for each class of	inform: require	as who res ation cont ed to respo /s a currer	or indirectly. pond to the colle ained in this forr and unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	04/16/2018		А	12,324		(2)	(2)	Common Stock	12,324	

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Meek Michael C/O SHUTTERFLY, INC. 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065			President & CEO, Lifetouch	
Signatures				

/s/ Jason Sebring, Attorney-in-Fact	04/18/2018
**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) Each of these restricted stock units (the "RSUs") represents a contingent right to receive one (1) share of Issuer common stock under the Issuer's 2015 Equity Incentive Plan upon settlement for no consideration.

The RSUs vest in 4 equal annual installments, subject to the Reporting Person's continuous service to the Issuer through each such vesting date, with the first installment to vest on April 16, 2019. Vested shares shall be settled within 30 days of the vesting date as set forth in the

(2) date, with the first installment to vest on April 10, 2019. Vested shares share settled within 50 days of the vesting date as set forth in the RSU Award Agreement. These RSUs will expire upon the earlier of the date: (i) when all are settled or (ii) when the Reporting Person ceases to provide services to the Issuer.

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.

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