

SHOPIFY INC.
Form SC 13G
February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Shopify Inc.

(Name of Issuer)

Class A subordinate voting shares

(Title of Class of Securities)

82509L107

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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).

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Exhibit Index Contained on Page 10

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

FirstMark Capital I, L.P. ("FMC I")

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

5 7,921,775 shares, except that (i) FirstMark Capital I GP, LLC ("FMC I GP"), the general partner of FMC I, may be deemed to have sole power to vote these shares and (ii) each of Richard Heitzmann ("RH") and Amish Jani ("AJ") is a manager of FMC I GP and may be deemed to have shared power to vote these shares.
SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

7 7,921,775 shares, except that (i) FMC I GP, the general partner of FMC I, may be deemed to have sole power to dispose of these shares and (ii) each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,921,775

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions) ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.4%
12 TYPE OF REPORTING PERSON (See Instructions)
PN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

FirstMark Capital I GP, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

57,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to vote these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to vote these shares.

SHARED VOTING POWER

⁶ See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 7,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to dispose of these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

⁸ See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,921,775

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions) ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.4%
12 TYPE OF REPORTING PERSON (See Instructions)
OO

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Amish Jani

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARED VOTING POWER
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON 67,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to vote these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to vote these shares.

REPORTING PERSON SOLE DISPOSITIVE POWER

7

WITH 0 shares

SHARED DISPOSITIVE POWER

8 7,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to dispose of these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to dispose of these shares.

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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,921,775
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%
12	TYPE OF REPORTING PERSON (See Instructions) IN

CUSIP NO. 82509L107 13 G Page 5 of 11

NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Richard Heitzmann

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF 5

0 shares

SHARED VOTING POWER

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

67,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to vote these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7
0 shares

SHARED DISPOSITIVE POWER

8 7,921,775 shares, all of which are directly owned by FMC I. FMC I GP, the general partner of FMC I, may be deemed to have sole power to dispose of these shares, and each of RH and AJ is a manager of FMC I GP and may be deemed to have shared power to dispose of these shares.

9

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,921,775

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

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ITEM 1(A). NAME OF
ISSUER

Shopify, Inc.

ITEM 1(B). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES

150 Elgin St.
8th Floor
Ottawa, Ontario,
Canada K2P 1L4

ITEM 2(A). NAME OF
PERSONS
FILING

FMC I, FMC I GP,
AJ and RH. The
foregoing entities
and individuals are
collectively
referred to as the
"Reporting Persons."

FMC I GP is the
general partner of
FMC I and may be
deemed to have
sole power to vote
and sole power to
dispose of shares
of the issuer
owned directly by
FMC I. RH and AJ
are managers of
FMC I GP and
may be deemed to
have shared power

to vote and shared
power to dispose
of shares of the
issuer owned
directly by FMC I.

ITEM 2(B). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE

The address for
each of the
Reporting Persons
is:

100 5th Ave., 3rd
Floor
New York, NY
10011

ITEM 2(C) CITIZENSHIP

FMC I is a
Delaware limited
partnership. FMC
I GP is a Delaware
limited liability
company. AJ and
RH are U.S.
citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A subordinate voting shares
CUSIP # 82509L107

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following
information regarding
the aggregate number
and percentage of the
class of securities of
the issuer identified in
Item 1.

(a) Amount
beneficially
owned:

See Row 9
of cover
page for
each
Reporting
Person.

(b) Percent of
Class:

See Row 11
of cover
page for
each
Reporting
Person.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

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.

Date: February 12, 2016

FirstMark Capital I, L.P. /s/ Amish Jani
By FirstMark Capital I GP, LLC Signature
Its General Partner

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

FirstMark Capital I GP, LLC /s/ Amish Jani
Signature

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

Amish Jani /s/ Amish Jani

Amish Jani

Richard Heitzmann

/s/ Richard Heitzmann
Richard Heitzmann

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
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Exhibit A: Agreement of Joint Filing	11
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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A subordinate voting shares of Shopify, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 12, 2016

FirstMark Capital I, L.P. /s/ Amish Jani
By FirstMark Capital I GP, LLC Signature
Its General Partner

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

FirstMark Capital I GP, LLC /s/ Amish Jani
Signature

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

Amish Jani

/s/ Amish Jani
Amish Jani

Richard Heitzmann

/s/ Richard Heitzmann
Richard Heitzmann