#### Han Ed Form 3/A May 05, 2011 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB Number:

### **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)

| 1. Name and Address of Reporting<br>Person <u>*</u><br>Han Ed   |                      |                            | 2. Date of Event Requiring<br>Statement<br>(Month/Day/Year)  | 3. Issuer Name and Ticker or Trading Symbol<br>SHUTTERFLY INC [SFLY] |   |   |  |  |  |  |
|---|----------------------|----------------------------|--|--|---|---|--|--|--|--|
| (Last) (First) (Middle)<br>C/O SHUTTERFLY,<br>INC., 2800 BRIDGE |                      |                            | 04/25/2011   | Person(s) to   | hip of Reporting<br>Issuer<br>k all applicable)   | 5. If Amendment, Date Original<br>Filed(Month/Day/Year)<br>05/05/2011 |  |  |  |  |
| PARKWAY<br>REDWOOD<br>CITY, CAÂ                                 | (Street)<br>\$ 94065 |                            |  | Directo<br>X Office<br>(give title belov<br>VP &                     | vner<br>6. Individual or Joint/Group<br>Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting<br>Person<br>Form filed by More than One<br>Reporting Person |   |  |  |  |  |
| (City)  | (State)              | (Zip)                      | Table I -  | I - Non-Derivative Securities Beneficially Owned                     |   |   |  |  |  |  |
| 1.Title of Securi<br>(Instr. 4)                                 | ty                   |                            | 2. Amount<br>Beneficially<br>(Instr. 4)  | of Securities<br>y Owned   | Ownership O   | 4. Nature of Indirect Beneficial<br>Ownership<br>Instr. 5)            |  |  |  |  |
| Reminder: Report<br>owned directly o                            |                      | te line for ea             | ch class of securities benefi  | cially   | SEC 1473 (7-02)   |   |  |  |  |  |
|   | inform<br>require    | ation conta<br>ed to respo | pond to the collection o<br>ained in this form are no<br>nd unless the form disp<br>MB control number. | ot   |   |   |  |  |  |  |
| Ta  | ble II - Deri        | ivative Secu               | rities Beneficially Owned (  | e.g., puts, call   | s, warrants, optio  | ons, convertible securities)  |  |  |  |  |
| 1 Title of Deriv  | ntiva Sacurit        | v 2 Deta                   | Evercisable and 3 Titl   | a and Amount   | of 1  | 5 6 Nature of Indirac   |  |  |  |  |

| 1. Title of Derivative Security | rity 2. Date Exercisable and        |                    | 3. Title and A        | mount of               | 4.                     | 5.                      | 6. Nature of Indirect |
|---------------------------------|-------------------------------------|--------------------|-----------------------|------------------------|------------------------|-------------------------|-----------------------|
| (Instr. 4)                      | Expiration Date<br>(Month/Day/Year) |                    | Securities Underlying |                        | Conversion             | Ownership               | Beneficial Ownership  |
|                                 |                                     |                    | Derivative Security   |                        | or Exercise            | Form of                 | (Instr. 5)            |
|                                 |                                     |                    | (Instr. 4)            |                        | Price of               | Derivative              |                       |
|                                 | Date<br>Exercisable                 | Expiration<br>Date | Title                 | Amount or<br>Number of | Derivative<br>Security | Security:<br>Direct (D) |                       |

3235-0104

January 31,

2005

0.5

Expires:

response...

Estimated average burden hours per

|  |     |            |                 | Shares             |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|--|-----|------------|-----------------|--------------------|---------|----------------------------------|---|
| Employee Stock Option (Right to Buy) $(4)$ | (3) | 06/07/2020 | Common<br>Stock | 279,812<br>(1) (2) | \$ 5.69 | D                                | Â |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |           |                      |       |  |  |
|---|---------------|-----------|----------------------|-------|--|--|
|   | Director      | 10% Owner | Officer              | Other |  |  |
| Han Ed<br>C/O SHUTTERFLY, INC.<br>2800 BRIDGE PARKWAY<br>REDWOOD CITY, CA 94065 | Â             | Â         | VP & GM, Tiny Prints | Â     |  |  |
| Signatures  |               |           |                      |       |  |  |

/s/ Charlotte Falla, Attorney 05/04/2011 In Fact Date

\*\*Signature of Reporting Person

# **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).
- Options issued pursuant to the terms of the Tiny Prints, Inc. 2008 Equity Incentive Plan and converted into options exercisable for (1)common stock of Shutterfly pursuant to the terms of the Merger Agreement.

Pursuant to the Merger Agreement, options to purchase shares of Tiny Prints, Inc. common stock that were outstanding immediately prior to the consummation of the merger were converted into options to purchase the whole number of shares of Shutterfly common

(2) stock equal to the number of shares subject to the Tiny Prints option immediately prior to the merger multiplied by the Tiny Prints exchange ratio, in accordance with the terms of the Merger Agreement, at an exercise price determined in accordance with the terms of the Merger Agreement.

An initial portion of the Options became vested and exercisable as of May 1, 2008. Thereafter portions of the Shares vest and are exercisable as follows: 2.083333% of the Shares vest each month of continuous service for 48 months until fully vested. If application

- (3) of the vesting percentage causes a fractional share, such share is rounded down to the nearest whole share for each month except for the last month in such vesting period, at the end of which last month the Option shall become exercisable for the full remainder of the Shares.
- This Form 3/A is being filed to correct the total number of options erroneously reported on a Form 3 filed with the Securities and (4) Exchange Commission on May 5, 2011.
- Â

### **Remarks:**

This Statement confirms that the undersigned, Ed Han, has authorized and designated Charlotte FallaÂ

Date: April 27, 2011

/s/Ed Han Ed Han

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.