

ARNOLD SCOTT  
Form 4  
July 03, 2018

**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 \*  
ARNOLD SCOTT

(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)

06/30/2018

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, Enterprise

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	(A) or (D)	Price
Common Stock	06/30/2018		M <sup>(1)</sup>		12,543	A	\$ 0
Common Stock	07/02/2018		S		4,786 <sup>(2)</sup>	D	\$ 89.25
Common Stock	07/02/2018		S		18 <sup>(2)</sup>	D	\$ 89.8335
Common Stock	07/02/2018		M <sup>(3)</sup>		39,474	A	\$ 47.5
Common Stock	07/02/2018		S <sup>(3)</sup>		34,844	D	\$ 89.5342

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Common Stock	07/02/2018	S <sup>(3)</sup>	4,630	D	\$ 90.1556 (5)	7,739	D
Common Stock	07/03/2018	S <sup>(3)</sup>	6,406	D	\$ 90.0409 (6)	1,333	D
Common Stock	07/03/2018	S <sup>(3)</sup>	1,333	D	\$ 90.6266 (7)	0	D

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

**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.**

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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 Acquired (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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 <sup>(8)</sup>	06/30/2018		M <sup>(1)</sup>	12,543	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	12,543
Employee Stock Option (right to buy)	\$ 47.5	07/02/2018		M <sup>(3)</sup>	39,474	<sup>(10)</sup>	06/30/2024	Common Stock	39,474

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD SCOTT C/O SHUTTERFLY, INC. 2800 BRIDGE PARKWAY REDWOOD CITY, CA 94065			SVP, Enterprise	

## Signatures

/s/ Jason Sebring,  
Attorney-in-Fact

07/03/2018

\_\_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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on June 30, 2017.  
Represents the aggregate number of shares of the Issuer's common stock sold by the Reporting Person to cover taxes due upon the release and settlement of the RSU's. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this line for any reason other than to cover required taxes.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.  
Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$89.00 to \$89.98 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (4) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.  
Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$90.00 to \$90.46 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (5) Separate price within the range.  
Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$89.50 to \$90.49 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (6) Separate price within the range.  
Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$90.51 to \$90.77 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (7) Separate price within the range.
- (8) Each of these RSUs represents a contingent right to receive one (1) share of Issuer common stock upon settlement for no consideration.
- (9) 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 vesting on June 30, 2018.  
The stock option vests and becomes exercisable as to 1/4th of the shares subject to the option on June 30, 2018, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- (10) 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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.