

SHUTTERFLY INC  
Form 8-K  
May 24, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): May 23, 2018**

**Shutterfly, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**001-33031**  
**(Commission File Number)**

**94-3330068**  
**(IRS Employer Identification No.)**

**2800 Bridge Parkway, Redwood City, California**  
**(Address of Principal Executive Offices)**

**94065**  
**(Zip Code)**

**(650) 610-5200**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, If Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 23, 2018, Shutterfly, Inc. (the Company) held its Annual Meeting of Stockholders in Redwood City, California (Annual Meeting). As of March 26, 2018, the Company's record date, there were a total of 33,107,322 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. Based on the final report of the independent inspector of elections, 30,584,539 shares of Common Stock were represented in person or by proxy at the Annual Meeting and, therefore, a quorum was present. Four items of business were acted upon by stockholders at the Annual Meeting.

On May 23, 2018, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Proposal 1 Election of Directors**

Mr. Thomas D. Hughes, Ms. Eva Manolis and Ms. Elizabeth (Libby) Sartain were elected to serve as Class III directors of the Company's Board of Directors for three year terms and until their respective successors shall be elected and qualified or until their earlier resignation or removal.

Votes were cast as follows:

	FOR	WITHHELD	BROKER NON-VOTE
Thomas D. Hughes	28,428,655	470,357	1,685,527
Eva Manolis	25,141,438	3,757,574	1,685,527
Elizabeth (Libby) Sartain	26,804,177	2,094,835	1,685,527

**Proposal 2 Approval, on an advisory basis, of the Compensation of our Named Executive Officers**

Based on the non-binding votes set forth below, the compensation of the Company's named executive officers was duly approved.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
21,518,781	7,370,275	9,956	1,685,527

**Proposal 3 Amendment of the 2015 Equity Incentive Plan**

Based on the votes set forth below, the amendment of the Company's 2015 Equity Incentive Plan was duly approved.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
20,751,508	8,139,601	7,903	1,685,527

**Proposal 4 Ratification of the Selection of the Independent Registered Public Accounting Firm**

The stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 by the following vote:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
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30,010,587

563,632

10,320

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	<u>Press Release dated May 23, 2018.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SHUTTERFLY, INC.**

By: /s/ Jason Sebring  
Jason Sebring

Vice President and General Counsel

Date: May 24, 2018