

Hintz Dennis Gregory  
Form 3  
April 11, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## 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 Person \*

Â Hintz Dennis Gregory

(Last) (First) (Middle)

C/O SHUTTERFLY,  
INC.,Â 2800 BRIDGE  
PARKWAY

(Street)

REDWOOD  
CITY,Â CAÂ 94065

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/02/2019

3. Issuer Name **and** Ticker or Trading Symbol  
SHUTTERFLY INC [SFLY]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
SVP, Corporate Development

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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

1,441

D Â

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                        | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------|---------------------|--------------------|-----------------|----------------------------------|----------|------------------------------------------------|---|
| Restricted Stock Units | Â (1)               | Â (1)              | Common<br>Stock | 9,030                            | \$ (2)   | D                                              | Â |
| Restricted Stock Units | Â (3)               | Â (3)              | Common<br>Stock | 7,185                            | \$ (2)   | D                                              | Â |
| Restricted Stock Units | Â (4)               | Â (4)              | Common<br>Stock | 6,572                            | \$ (2)   | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                                    |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer                            | Other |
| Hintz Dennis Gregory<br>C/O SHUTTERFLY, INC.<br>2800 BRIDGE PARKWAY<br>REDWOOD CITY, CA 94065 | Â             | Â         | Â SVP,<br>Corporate<br>Development | Â     |

## Signatures

/s/ Jason Sebring,  
Attorney-in-Fact

04/11/2019

\_\_Signature of Reporting Person

Date

## 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).

(1) The restricted stock units (the "RSUs") vest in 4 equal annual installments, subject to the Reporting Person's continuous service to the Issuer through each such vesting date. The first installment vested on July 15, 2018. Vested shares shall be settled within 30 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) the 10th anniversary of the grant date.

(2) Each of these RSUs represents a contingent right to receive one (1) share of Issuer common stock under the Issuer's 2015 Equity Incentive Plan.

(3) The RSUs vest in 4 equal annual installments, subject to the Reporting Person's continuous service to the Issuer through each such vesting date. The first installment vested on February 15, 2019. Vested shares shall be settled within 30 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) the 10th anniversary of the grant date.

(4) 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 February 15, 2020. Vested shares shall be settled within 30 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) the 10th anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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