

SHUTTERFLY INC
Form 4
January 27, 2009

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 *
CLARK JAMES H

(Last) (First) (Middle)
1080 MARSH ROAD, SUITE 100
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Common Stock	01/23/2009		S	60,000 D	\$ 6.1005 5,174,202 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock	01/26/2009		S	60,000 D	\$ 6.1022 5,114,202 ⁽³⁾	I	See Footnote ⁽⁴⁾

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK JAMES H 1080 MARSH ROAD, SUITE 100 MENLO PARK, CA 94025		X		
Clark Ventures, Inc. 777 EAST WILLIAM STREET #201 CARSON CITY, NV 89701		X		
Monaco Partners, L.P. 777 EAST WILLIAM STREET #201 CARSON CITY, NV 89701		X		
JHC Investments, LLC 777 EAST WILLIAM STREET #201 CARSON CITY, NV 89701		X		

Signatures

/s/ Harvey Armstrong, Authorized Signer 01/27/2009

**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) The 60,000 shares were sold through separate trades, with the sale prices ranging from \$5.73 to \$6.33, and at a weighted average sale price of \$6.1005.
 - (2) Consists of (i) 4,597,120 shares held by Monaco Partners, L.P. ("Monaco Partners"), (ii) 125,000 shares held by Woodside Ventures Limited Partnership ("Woodside Ventures"), and (iii) 452,082 shares held by JHC Investments, LLC ("JHC LLC"). Clark Ventures, an entity controlled by James H. Clark, is the general partner of Monaco Partners. Monaco Partners is the general partner of Woodside

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Ventures and the sole member of JHC LLC.

- (3) The 60,000 shares were sold through separate trades, with the sale prices ranging from \$5.91 to \$6.37, and at a weighted average sale price of \$6.1022.
- (4) Consists of (i) 4,537,120 shares held by Monaco Partners, (ii) 125,000 shares held by Woodside Ventures, and (iii) 452,082 shares held by JHC LLC.

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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