

SHUTTERFLY INC  
Form DEFA14A  
December 04, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**Shutterfly, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth  
(3) the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Edgar Filing: SHUTTERFLY INC - Form DEFA14A

Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

REDWOOD CITY, Calif.—Shutterfly Inc. (NASDAQ: SFLY) today issued an open letter to Shutterfly employees in connection with its 2015 Special Meeting of Stockholders, scheduled for December 18, 2015.

The full text of the email follows:

**ACTION REQUESTED: Stockholder Voting is Underway for Dec. 18th Special Meeting**

Dear Shutterfly Team,

As you may know, we are holding the 2015 Special Meeting of Stockholders on December 18, 2015, to vote to approve a new stock plan authorizing 1.4 million shares for equity grants to employees. If you are a stockholder, you should have received a proxy in the mail last week or an email from *id@proxyvote.com* around November 21. The proxy is also available on our website at <http://ir.shutterfly.com/annuals.cfm>.

The approval of this proposal is very important to Shutterfly. Please take a moment now to vote, either by proxy card, or online using the control number you received.

If you have any questions, please contact our VP of Investor Relations & Risk Management, Christiane Pelz. She can be reached via email at [cpelz@shutterfly.com](mailto:cpelz@shutterfly.com).

Your vote is very important. Thank you.

