UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 001-33031

SHUTTERFLY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**94-3330068**
(State or Other Jurisdiction of Incorporation or Organization)	*(IRS Employer Identification No.)*
2800 Bridge Parkway **Redwood City, California**	**94065**
(Address of Principal Executive Offices)	*(Zip Code)*

Registrant's Telephone Number, Including Area Code
(650) 610-5200

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).
Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer ☒	Accelerated Filer ☐
Non-accelerated Filer ☐	Smaller reporting company ☐
	Emerging growth company ☐
(Do not check if a smaller reporting 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. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as at October 27, 2017
Common stock, $0.0001 par value per share	32,832,644

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SHUTTERFLY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value amounts)
(Unaudited)

	September 30, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 55,959	$ 289,224
Short-term investments	44,977	26,352
Accounts receivable, net	61,468	57,365
Inventories	12,057	11,751
Prepaid expenses and other current assets	81,322	48,084
Total current assets	255,783	432,776
Long-term investments	11,739	14,479
Property and equipment, net	269,145	284,110
Intangible assets, net	32,544	43,420
Goodwill	408,975	408,975
Other assets	28,751	11,816
Total assets	$ 1,006,937	$ 1,195,576
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Convertible senior notes, current	$ 290,157	$ —
Accounts payable	25,098	58,790
Accrued liabilities	90,596	138,869
Deferred revenue, current portion	22,794	22,929
Total current liabilities	428,645	220,588
Convertible senior notes, net	—	278,792
Other liabilities	121,522	137,035
Total liabilities	550,167	636,415
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock, $0.0001 par value; 100,000 shares authorized; 32,798 and 33,637 shares issued and outstanding on September 30, 2017 and December 31, 2016, respectively	3	3
Additional paid-in capital	985,098	949,864
Accumulated other comprehensive income (loss)	828	(32)
Accumulated deficit	(529,159)	(390,674)
Total stockholders' equity	456,770	559,161
Total liabilities and stockholders' equity	$ 1,006,937	$ 1,195,576

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHUTTERFLY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net revenues	$ 195,443	$ 187,328	$ 596,447	$ 572,998
Cost of net revenues	131,108	117,754	365,432	336,069
Restructuring	39	—	1,475	—
Gross profit	64,296	69,574	229,540	236,929
Operating expenses:				
Technology and development	39,614	43,284	124,968	122,866
Sales and marketing	33,331	41,903	119,205	135,284
General and administrative	23,894	26,181	79,200	83,462
Capital lease termination	—	—	8,098	—
Restructuring	3,278	—	15,491	—
Total operating expenses	100,117	111,368	346,962	341,612
Loss from operations	(35,821)	(41,794)	(117,422)	(104,683)
Interest expense	(6,699)	(5,726)	(18,617)	(17,062)
Interest and other income, net	253	130	687	379
Loss before income taxes	(42,267)	(47,390)	(135,352)	(121,366)
Benefit from income taxes	16,660	18,235	53,713	46,290
Net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
Net loss per share - basic and diluted	$ (0.78)	$ (0.86)	$ (2.45)	$ (2.19)
Weighted-average shares outstanding - basic and diluted	32,878	33,932	33,363	34,235
Stock-based compensation is allocated as follows (Note 2):				
Cost of net revenues	$ 1,041	$ 1,131	$ 3,284	$ 3,436
Technology and development	2,512	2,725	7,388	5,696
Sales and marketing	2,864	3,664	9,017	11,697
General and administrative	4,319	4,694	13,021	12,459
Restructuring	—	—	814	—
	$ 10,736	$ 12,214	$ 33,524	$ 33,288

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHUTTERFLY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
Net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
Other comprehensive income (loss), net of reclassification adjustments:				
Unrealized gains (losses) on investments, net	21	(59)	(7)	149
Tax benefit (expense) on unrealized gains (losses) on investments, net	(8)	23	8	(57)
Unrealized gains on cash flow hedges	1,402	—	1,402	—
Tax expense on unrealized gains on cash flow hedges	(543)	—	(543)	—
Other comprehensive income (loss), net of tax	872	(36)	860	92
Comprehensive loss	$ (24,735)	$ (29,191)	$ (80,779)	$ (74,984)

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHUTTERFLY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2017	**2016**
Cash flows from operating activities:		
Net loss	$ (81,639)	$ (75,076)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	66,367	69,314
Amortization of intangible assets	11,770	15,744
Amortization of debt discount and issuance costs	11,365	10,747
Stock-based compensation	32,710	33,288
Loss on disposal of property and equipment	705	378
Deferred income taxes	(8,607)	5,786
Tax benefit from stock-based compensation	—	263
Excess tax benefits from stock-based compensation	—	(886)
Restructuring	11,636	—
Changes in operating assets and liabilities:		
Accounts receivable	(4,103)	10,463
Inventories	(1,782)	2,115
Prepaid expenses and other assets	(34,064)	(61,113)
Accounts payable	(35,819)	(15,105)
Accrued and other liabilities	(49,198)	(66,493)
Net cash used in operating activities	(80,659)	(70,575)
Cash flows from investing activities:		
Purchases of property and equipment	(22,960)	(43,733)
Capitalization of software and website development costs	(25,977)	(27,136)
Purchases of investments	(44,381)	(21,891)
Proceeds from the maturities of investments	28,456	25,070
Proceeds from sale of property and equipment	21,232	14,071
Net cash used in investing activities	(43,630)	(53,619)
Cash flows from financing activities:		
Proceeds from issuance of common stock upon exercise of stock options	626	1,935
Repurchases of common stock	(80,000)	(90,837)
Excess tax benefits from stock-based compensation	—	886
Principal payments of capital lease and financing obligations	(24,813)	(15,128)
Payment for contingent consideration liabilities	—	(1,313)
Payment of credit agreement issuance costs	(4,789)	—
Net cash used in financing activities	(108,976)	(104,457)
Net decrease in cash and cash equivalents	(233,265)	(228,651)
Cash and cash equivalents, beginning of period	289,224	288,863
Cash and cash equivalents, end of period	$ 55,959	$ 60,212

Supplemental schedule of non-cash investing / financing activities:		
Net increase (decrease) in accrued purchases of property and equipment	4,263	(1,274)
Net decrease in accrued capitalized software and website development costs	(161)	(97)
Stock-based compensation capitalized with software and website development costs	1,084	1,322
Property and equipment acquired under capital leases	18,224	23,946

The accompanying notes are an integral part of these condensed consolidated financial statements.

SHUTTERFLY, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — The Company and Summary of Significant Accounting Policies

Shutterfly, Inc., (the "Company") was incorporated in the state of Delaware in 1999 and is the leading online manufacturer and retailer of high-quality personalized products and services. Shutterfly, Inc. brands include Shutterfly, where photos come to life in photo books, gifts, and cards and stationery–with premium offerings in its Tiny Prints boutique–as well as wedding invitations and stationery for every step of the wedding planning process; BorrowLenses, the premier online marketplace for photographic and video equipment rentals; and Groovebook, an iOS and Android app and subscription service that prints up to 100 mobile device photos in a Groovebook and mails it to customers every month. The Company provides customers a full range of products and services to organize and archive digital images; share pictures; order prints and create an assortment of personalized items such as professionally-bound photo books and cards and stationery. The Company provides Enterprise services: printing and shipping of variable data print products and formats. The Company's Enterprise brand is called Shutterfly Business Solutions ("SBS" or "the Enterprise business") and is referred to as such in this document. The Company is headquartered in Redwood City, California.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and, accordingly, do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements include the accounts of Shutterfly, Inc. and its wholly owned subsidiaries. In the opinion of management, all adjustments, consisting primarily of normal recurring accruals, considered necessary for a fair statement of the Company's results of operations for the interim periods reported and of its financial condition as of the date of the interim balance sheet have been included. Operating results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017, or for any other period.

The December 31, 2016 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. These unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes for the year ended December 31, 2016 included in the Company's Annual Report on Form 10-K.

During the second quarter of 2017, the Company took advantage of an opportunity to complete the upgrade of its color printer fleet. The benefits of the upgrade are improved quality, increased throughput and automation, and lower consumable costs. There are three pieces of this transaction as follows:

- Purchase of leased equipment from an existing vendor for $21.6 million;
- Sale of the purchased leased equipment to HP, Inc. ("HP") for $20.5 million; and
- Lease of new equipment from HP

In the purchase of the existing leased equipment, the difference between the payment of $21.6 million and the fair value of the asset resulted in an $8.1 million capital lease termination charge (separate line item in the accompanying condensed consolidated statement of operations). The purchased equipment assets were recorded on the balance sheet at fair value of $12.9 million. The subsequent sale of the equipment to HP for $20.5 million, resulted in the removal of the equipment assets and a capital lease incentive of $7.9 million to be amortized over the new lease term. Lastly, the Company leased new equipment from HP which upgrades most of the Company's remaining color fleet to HP's high-end printers.

Recent Accounting Pronouncements

In August 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* ("ASU 2017-12"). The Company early adopted ASU 2017-12 during the third quarter of fiscal 2017 with no impact to the financial statements as the Company did not have existing hedging relationships or other derivative instruments in place within the scope of Accounting Standards Codification ("ASC") 815, *Derivatives and Hedging,* prior to the third quarter of fiscal 2017.

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). The updated guidance changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding

SHUTTERFLY, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

requirements, as well as classification in the statement of cash flows. The Company adopted ASU 2016-09 beginning January 1, 2017 and the impact of adoption resulted in the following:

- The Company recorded approximately $23.2 million of additional deferred tax assets with the corresponding decrease to accumulated deficit related to the prior years' unrecognized excess tax benefits (adoption method was modified retrospective).
- The Company recorded a tax benefit of $1.0 million as a discrete item within income tax benefit for the nine months ended September 30, 2017 related to the excess tax benefit on stock options, restricted stock and performance share units (the recorded tax benefit for the three months ended September 30, 2017 is not significant). Prior to adoption this amount would have been recorded as a reduction of additional paid-in capital. This change could create volatility in the Company’s future effective tax rate.
- The Company elected not to change its policy on accounting for forfeitures and will continue to estimate the total number of awards for which the requisite service period will not be rendered.
- The Company no longer reclassifies the excess tax benefit from operating activities to financing activities in the statement of cash flows. The Company elected to apply this change in presentation prospectively and therefore, prior periods have not been adjusted.
- The remaining provisions of ASU 2016-09 did not have a material impact on the accompanying condensed consolidated financial statements.

In 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard will replace all current GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition guidance provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. In 2016, the FASB issued several amendments to the standard, including principal versus agent considerations when another party is involved in providing goods or services to a customer, the application of identifying performance obligations, and the recognition of expected breakage amounts proportionally in earnings as redemptions occur. As a result, the Company has engaged internal and external resources that are currently finalizing the evaluation of the impact of the new standard on timing and measurement of revenue recognition as well as how current systems and operations will be impacted. While the Company continues to finalize its assessment of all potential impacts of the standard, the Company has identified that there will be an impact related to timing and measurement of breakage revenue for the consumer business and for one of the Company's significant multiple-element arrangements in connection with the Enterprise business. As it relates to timing and measurement of breakage revenue, the Company will recognize the expected breakage amounts as revenue in proportion to the pattern of rights exercised by the customer, rather than the current method of recognizing breakage revenue when the Company believes the redemption is remote. As it relates to timing and measurement of one of the Company's multiple-element arrangements in connection with the Enterprise business, deferred revenue is currently recognized over the stated term of the contract. Upon adoption of the new standard, revenue for these particular arrangements will be recognized over a period of time that is shorter than the stated contract term, as these arrangements do not contain substantive termination penalties throughout the entire stated contract term. The standard is required to be applied using either of two methods: (1) retrospectively to each prior reporting period presented (“full retrospective method”) or (2) retrospectively with the cumulative effect of initially applying the new revenue guidance recognized as an adjustment to accumulated deficit at the date of initial application and providing certain additional disclosures (“modified retrospective method”). The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. The Company will adopt the new revenue recognition guidance in the first quarter of fiscal 2018 and expects to adopt the standard pursuant to the modified retrospective method.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842).* The new guidance requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous guidance. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 on a modified retrospective basis, and earlier adoption is permitted. The Company is evaluating the impact of adopting this new accounting guidance on the consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which requires measurement and recognition of expected credit losses for financial assets held. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Earlier adoption is permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is evaluating the impact of adopting this new accounting guidance on the consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments.* The new guidance clarifies the classification of certain cash receipts and cash payments in the statement of cash flows, including debt prepayment or extinguishment costs, settlement of contingent consideration arising from a business combination, insurance settlement proceeds, and distributions from certain equity method investees. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted. The Company is evaluating the impact of adopting this new accounting guidance on the consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350)*. The updated guidance simplifies the measurement of goodwill impairment by removing step two of the goodwill impairment test, which requires the determination of the fair value of individual assets and liabilities of a reporting unit. The new guidance requires goodwill impairment to be measured as the amount by which a reporting unit's carrying value exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments should be applied on a prospective basis. The new standard is effective for annual or any interim goodwill impairment tests performed in fiscal years beginning after December 15, 2019 with early adoption permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is evaluating the impact this new accounting guidance will have on the consolidated financial statements.

Note 2 — Stock-Based Compensation

Stock Option Activity

A summary of the Company's stock option activity for the nine months ended September 30, 2017 is as follows (share numbers and aggregate intrinsic values in thousands):

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance as of December 31, 2016	950	$ 46.58		
Granted	614	45.68		
Exercised	(28)	22.46		
Forfeited, cancelled or expired	(1)	9.38		
Balance as of September 30, 2017	1,535	$ 46.69	5.9	$ 2,862
Options vested and expected to vest as of September 30, 2017	1,415	$ 46.77	5.8	$ 2,537
Options vested as of September 30, 2017	354	$ 45.87	5.1	$ 1,038

During the nine months ended September 30, 2017, the Company granted options to purchase an aggregate of 614,000 shares of common stock with an estimated weighted-average grant-date fair value of $12.23. The total intrinsic value of options exercised during the three months ended September 30, 2017 and 2016 was $0.1 million and $1.9 million, respectively. The total intrinsic value of options exercised during the nine months ended September 30, 2017 and 2016 was $0.8 million and $2.6 million, respectively.

Net cash proceeds from the exercise of stock options for the three months ended September 30, 2017 and 2016 were $0.1 million and $1.2 million, respectively. Net cash proceeds from the exercise of stock options for the nine months ended September 30, 2017 and 2016 were $0.6 million and $1.9 million, respectively.

Valuation of Stock Options

The Company estimates the fair value of each option award on the date of grant using the Black-Scholes option-pricing model. The Company calculates volatility using an average of its historical and implied volatilities as it has sufficient public trading history to cover the entire expected term. The expected term of options gives consideration to historical exercises, post-vest cancellations and the options contractual term. The risk-free rate for the expected term of the option is based on the U.S. Treasury Constant Maturity at the time of grant. The assumptions used to value options granted during the nine months ended September 30, 2017 and 2016 are as follows (there were no option awards granted during the three months ended September 30, 2017 and 2016, respectively):

	Nine Months Ended September 30,	
	2017	2016
Dividend yield	—	—
Annual risk-free rate of return	1.9%	1.2%
Expected volatility	29.8%	32.9%
Expected term (years)	4.1	4.1

Restricted Stock Unit Activity

The Company grants restricted stock units (“RSUs”) and performance-based restricted stock units ("PBRSUs") to its employees under the provisions of the 2015 Equity Incentive Plan and inducement awards to certain new employees upon hire in accordance with NASDAQ Listing Rule 5635(c)(4). The cost of RSUs is determined using the fair value of the Company’s common stock on the date of grant. RSUs typically vest and are settled annually, based on a four-year total vesting term. Compensation cost associated with RSUs is amortized on a straight-line basis over the requisite service period.

A summary of the Company’s RSU activity for the nine months ended September 30, 2017, is as follows (share numbers in thousands):

	Number of Units Outstanding	Weighted Average Grant Date Fair Value
Awarded and unvested as of December 31, 2016	2,834	$ 43.52
Granted	791	47.25
Vested	(798)	44.19
Forfeited	(347)	43.61
Awarded and unvested as of September 30, 2017	2,480	$ 44.48
RSUs expected to vest as of September 30, 2017	2,064	

Employee stock-based compensation expense recognized in the three and nine months ended September 30, 2017 and 2016, was calculated based on awards ultimately expected to vest and has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

At September 30, 2017, the Company had $79.0 million of total unrecognized stock-based compensation expense, net of estimated forfeitures, related to stock options, RSUs and PBRSUs that will be recognized over a weighted-average period of approximately two years.

Note 3 — Net Loss Per Share

Basic net loss per share attributed to common shares is computed by dividing the net loss attributable to common shares for the period by the weighted average number of common shares outstanding during the period.

Diluted net loss per share attributed to common shares is computed by dividing the net loss attributable to common shares for the period by the weighted average number of common and potential common shares outstanding during the period, if the effect of each class of potential common shares is dilutive. Potential common shares include RSUs and incremental shares of common stock issuable upon the exercise of stock options, conversion of warrants, and the impact of convertible senior notes.

A summary of the net loss per share for the three and nine months ended September 30, 2017 and 2016 is as follows (in thousands, except per share amounts):

SHUTTERFLY, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net loss per share:				
Numerator				
Net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
Denominator for basic and diluted net loss per share				
Weighted-average common shares outstanding	32,878	33,932	33,363	34,235
Net loss per share - basic and diluted	$ (0.78)	$ (0.86)	$ (2.45)	$ (2.19)

The following weighted-average outstanding stock options and restricted stock units were excluded from the computation of diluted net loss per common share for the periods presented because including them would have had an anti-dilutive effect (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Stock options and restricted stock units	4,070	3,923	4,026	3,666

Note 4 — Investments

At September 30, 2017 and December 31, 2016, the estimated fair value of short-term and long-term investments classified as available-for-sale are as follows (in thousands):

	September 30, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Short-term investments				
Corporate debt securities	$ 32,464	$ 1	$ (17)	$ 32,448
Agency securities	5,602	—	(8)	5,594
Commercial paper	3,989	—	—	3,989
U.S. Government securities	2,950	—	(4)	2,946
Total short-term investments	$ 45,005	$ 1	$ (29)	$ 44,977
Long-term investments				
Corporate debt securities	$ 8,923	$ 1	$ (8)	$ 8,916
Agency securities	2,211	—	(13)	2,198
U.S. Government securities	629	—	(4)	625
Total long-term investments	$ 11,763	$ 1	$ (25)	$ 11,739

	December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Short-term investments				
Corporate debt securities	$ 13,371	$ 2	$ (12)	$ 13,361
Agency securities	7,957	6	—	7,963
Commercial paper	1,727	—	—	1,727
U.S. Government securities	3,298	3	—	3,301
Total short-term investments	$ 26,353	$ 11	$ (12)	$ 26,352
Long-term investments				
Corporate debt securities	$ 6,208	$ 1	$ (20)	$ 6,189
Agency securities	5,359	—	(20)	5,339
U.S. Government securities	2,956	1	(6)	2,951
Total long-term investments	$ 14,523	$ 2	$ (46)	$ 14,479

The Company had no short-term or long-term investments that have been in a continuous unrealized loss position for more than 12 months as of September 30, 2017 and 2016 and no impairments were recorded during the nine months ended September 30, 2017 and 2016. The Company had no material realized gains or losses during the nine months ended September 30, 2017 and 2016.

The following table summarizes the contractual maturities of the Company's investments as of September 30, 2017 and December 31, 2016 (in thousands):

	September 30, 2017	December 31, 2016
One year or less	$ 44,977	$ 26,352
One year through three years	11,739	14,479
	$ 56,716	$ 40,831

Actual maturities may differ from the contractual maturities because borrowers may have certain prepayment conditions.

Note 5 — Fair Value Measurement

Cash Equivalents and Investments

The Company measures the fair value of money market funds and investments based on quoted prices in active markets for identical assets or liabilities. All other financial instruments were valued either based on recent trades of securities in inactive markets or based on quoted market prices of similar instruments and other significant inputs derived from or corroborated by observable market data. The Company did not hold any cash equivalents or investments categorized as Level 3 as of September 30, 2017.

The following table summarizes, by major security type, the Company's cash equivalents and investments that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy (in thousands):

	Total Estimated Fair Value as of			
	September 30, 2017		December 31, 2016	
	Cash Equivalents	Investments	Cash Equivalents	Investments
Level 1 Securities:				
Money market funds	$ 29,487	$ —	$ 808	$ —
Level 2 Securities:				
Corporate debt securities	—	41,364	2,309	19,550
Agency securities	—	7,792	—	13,302
Commercial Paper	—	3,989	6,694	1,727
U.S. Government securities	—	3,571	—	6,252
Total cash equivalents and investments	$ 29,487	$ 56,716	$ 9,811	$ 40,831

Derivative Assets

As of September 30, 2017, the fair value of the interest-rate swap agreements, which were determined based on an income-based valuation model that takes into account the contract terms as well as multiple observable market inputs such as LIBOR-based yield curves, futures, volatilities and basis spreads (Level 2), were as follows (the Company had no outstanding derivative financial instruments as of December 31, 2016):

	Total Estimated Fair Value as of
	September 30, 2017
Derivative assets	$ 1,402

Convertible Senior Notes

As of September 30, 2017, the fair value of the convertible senior notes, which was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including our stock price, interest rates and credit spread (Level 2) were as follows (in thousands):

	Total Estimated Fair Value as of	
	September 30, 2017	December 31, 2016
Convertible senior notes	$ 294,699	$ 290,436

The carrying value of other financial instruments, including accounts receivable, accounts payable and other payables, approximates fair value due to their short maturities.

Note 6 — Balance Sheet Components

Prepaid Expenses and Other Current Assets

	September 30, 2017	December 31, 2016
	(in thousands)	
Intra-period income tax asset	$ 45,095	$ —
Prepaid service contracts - current portion	10,774	11,114
Manufacturing partners receivable	458	11,739
Other prepaid expenses and current assets	24,995	25,231
	$ 81,322	$ 48,084

Intra-period income tax asset represents the cumulative income tax benefit recorded as of the balance sheet date, which will offset against taxes payable or become a component of deferred taxes on a full year basis.

Property and Equipment, Net

	September 30, 2017	December 31, 2016
	(in thousands)	
Manufacturing equipment	$ 189,188	$ 182,484
Computer equipment and software	187,424	177,525
Capitalized software and website development costs	144,771	134,427
Buildings under build-to-suit leases	56,468	56,468
Leasehold improvements	20,039	22,007
Rental equipment	18,998	18,786
Furniture and fixtures	7,708	11,057
	624,596	602,754
Less: Accumulated depreciation and amortization	(355,451)	(318,644)
Property and equipment, net	$ 269,145	$ 284,110

Included within manufacturing equipment is approximately $90.4 million and $89.9 million of capital lease obligations for various pieces of manufacturing facility equipment as of September 30, 2017 and December 31, 2016, respectively. Accumulated depreciation of assets under capital lease totaled $30.1 million at September 30, 2017 compared to $25.1 million at December 31, 2016.

Rental equipment includes camera lenses, camera bodies, video equipment and other camera peripherals which are rented through the BorrowLenses website.

Depreciation and amortization expense totaled $21.2 million and $23.0 million for the three months ended September 30, 2017 and 2016, respectively. Depreciation and amortization expense totaled $66.4 million and $69.3 million for the nine months ended September 30, 2017 and 2016, respectively.

Included in property and equipment is approximately $13.8 million and $14.3 million of assets in construction as of September 30, 2017 and December 31, 2016, respectively, the majority of which relates to internal-use software.

Accrued Liabilities

	September 30, 2017	December 31, 2016
	(in thousands)	
Accrued production costs	$ 24,607	$ 38,755
Accrued compensation	17,225	17,066
Capital lease obligations, current portion	16,724	16,092
Accrued marketing expenses	6,319	23,839
Accrued consulting	5,286	8,643
Accrued income and sales tax	3,967	19,846
Accrued other	16,468	14,628
	$ 90,596	$ 138,869

Other Liabilities

	September 30, 2017	December 31, 2016
	(in thousands)	
Financing obligations	$ 54,130	$ 55,355
Capital lease obligations, non-current portion	51,639	50,213
Deferred revenue, non-current portion	6,039	7,303
Deferred tax liability	—	20,446
Other liabilities	9,714	3,718
	$ 121,522	$ 137,035

Financing obligations relate to the Company's build-to-suit leases for the Company's manufacturing facilities in Fort Mill, South Carolina; Shakopee, Minnesota; and Tempe, Arizona.

Note 7 — Debt

Syndicated Credit Facilities

2017 Facility

On August 17, 2017 ("Closing Date"), the Company entered into a credit agreement ("Credit Agreement") with certain lenders and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent. The Credit Agreement provides for (a) a secured revolving loan facility in an aggregate principal amount of up to $200.0 million ("Revolving Loan Facility") and (b) a secured delayed draw term loan facility ("Term Loan") in an aggregate principal amount of up to $300.0 million. The Credit Agreement permits the Company to add one or more incremental term loan facilities and/or increase the commitments for revolving loans subject to certain conditions. As of September 30, 2017, the Company had not drawn on the Term Loan or the Revolving Loan Facility.

On October 18, 2017, the Company fully drew the $300.0 million Term Loan under the Credit Agreement. The full amount of the $200.0 million Revolving Loan Facility remains undrawn as of October 18, 2017. The proceeds of the Term Loan will be used (1) to settle the Company's existing 0.25% Convertible Senior Notes due May 15, 2018 and (2) for working capital and general corporate purposes.

The initial term loans under the Credit Agreement bear interest, at the election of the Company, at either (a) the base rate (the "Base Rate"), which is defined as a fluctuating rate per annum equal to the greatest of (1) the prime rate then in effect, (2) the federal funds rate then in effect, plus 0.50%, and (3) an adjusted LIBOR rate determined on the basis of a one-month interest period, plus 1.0% or (b) an adjusted LIBOR Rate, subject to a floor of 0.0% (the "LIBOR Rate"), in each case, plus an applicable margin of 1.50% per annum in the case of Base Rate loans and 2.50% per annum in the case of LIBOR Rate loans. Upon funding of the Term Loan on October 18, 2017, the Company elected to bear interest rate of one-month LIBOR Rate, subject to a floor of 0.0%, plus an applicable margin of 2.50% per annum.

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The revolving loans under the Credit Agreement bear interest, at the election of the Company, at either (a) the Base Rate or (b) the LIBOR Rate, in each case, plus an applicable margin of (1) initially, 0.75% per annum in the case of Base Rate loans and 1.75% per annum in the case of LIBOR Rate loans or (2) following the Company's delivery of financial statements for the first full fiscal quarter following the Closing Date, 0.50% to 0.75% per annum in the case of Base Rate loans and 1.50% to 1.75% per annum in the case of LIBOR Rate loans, in each case based on the Company's consolidated secured net leverage ratio, measured as of the end of the most recently ended fiscal quarter. In connection with the Credit Agreement, the Company is also required to pay commitment fees, closing fees, arrangement fees, ticking fees and administration fees, and other customary fees and costs.

The Term Loan has a maturity date of August 17, 2024. Commencing on the last day of the first full fiscal quarter following the Company's borrowing of the Term Loan, the Term loan will amortize in equal quarterly installments of 0.25% of the original principal, with the remaining principal balance payable on the maturity date. Amounts drawn on the Revolving Loan Facility, if any, mature on August 17, 2022. Further, the Company has the right to prepay its borrowings under the Credit Agreement in whole or in part at any time without a premium or penalty, subject to certain limitations and a 1.0% repricing premium applicable during the first six months for the Term Loan. The Credit Agreement also contains certain customary mandatory prepayments under certain conditions as set forth in the Credit Agreement.

The Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the Company's and its subsidiaries' ability to, among other things, incur indebtedness, grant liens, undergo certain fundamental changes, dispose of assets, make investments, enter into transactions with affiliates, and make certain restricted payments, in each case subject to limitations and exceptions set forth in the Credit Agreement. The Company is also required to maintain compliance, measured as of the end of each fiscal quarter, with a consolidated secured net leverage ratio and a consolidated interest expense coverage ratio. As of September 30, 2017, the Company is in compliance with these covenants.

In August 2017, the Company entered into certain interest-rate swap agreements with an effective date of October 18, 2017 that have the economic effect of modifying a portion of the variable interest-rate obligations associated with the secured delayed draw Term Loan so that the interest payable on such portion become fixed (refer to Note 12 - Derivative Financial Instruments for further details regarding the interest-rate swap agreements).

The Company incurred $5.6 million in credit facility origination costs during the three months ended September 30, 2017 related to the Credit Agreement. These costs have been capitalized within prepaid expenses for the current portion and other assets for the non-current portion. Upon funding of the Term Loan, the related issuance costs will be reclassified to be presented as a reduction to the carrying value of the debt in the consolidated balance sheet. Fees attributable to the Revolving Loan Facility are being amortized over five years and fees attributable to the Term Loan are being amortized over seven years, both as a component of interest expense.

Existing Facility

On August 17, 2017, in connection with the Company's entry into the new Credit Agreement, the Company terminated its existing credit agreement, dated as of November 22, 2011, as amended as of May 10, 2013, and as further amended and restated as of June 10, 2016 (the "Existing Credit Agreement"). Refer to Note 7 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for further details regarding the Existing Credit Agreement.

0.25% Convertible Senior Notes Due May 15, 2018

In May 2013, the Company issued $300.0 million aggregate principal amount of 0.25% convertible senior notes (the "Notes") due May 15, 2018, unless earlier purchased by the Company or converted. Interest is payable semiannually in arrears on May 15 and November 15 of each year, commencing on November 15, 2013.

The Notes are governed by an Indenture between the Company, as issuer, and Wells Fargo Bank, National Association, as trustee. The Notes are unsecured and rank senior in right of payment to the Company's future indebtedness that is expressly subordinated in right of payment to the Notes and rank equal in right of payment to the Company's existing and future liabilities that are not so subordinated and are effectively subordinated in right of payment to any of the Company's cash equal to the principal amount of the Notes, and secured indebtedness to the extent of the value of the assets securing such indebtedness and are structurally subordinated to all existing and future indebtedness and liabilities incurred by the Company's subsidiaries.

Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination of cash and shares of common stock, at the Company's election.

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The initial conversion rate is 15.5847 shares of common stock per $1,000 principal amount of Notes. The initial conversion price is $64.17 per share of common stock. Throughout the term of the Notes, the conversion rate may be adjusted upon the occurrence of certain events. Holders of the Notes will not receive any cash payment representing accrued and unpaid interest upon conversion of a Note. Accrued but unpaid interest will be deemed to be paid in full upon conversion rather than cancelled, extinguished or forfeited. Holders may convert their Notes only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on September 30, 2013 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five-business day period after any ten consecutive trading day period (the “Notes Measurement Period”) in which the "trading price" (as the term is defined in the Indenture) per $1,000 principal amount of notes for each trading day of such Notes Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock on such trading day and the conversion rate on each such trading day;
- upon the occurrence of specified corporate events; or
- at any time on or after December 15, 2017 until the close of business on the second scheduled trading immediately preceding the maturity date.

As of September 30, 2017, the Notes are not yet convertible. During the second quarter of 2017, the Notes were reclassified from long-term liabilities to current as these are now within one year of maturity.

In accounting for the issuance of the Notes, the Company separated the Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the face value of the Notes as a whole. The excess of the principal amount of the liability component over its carrying amount (“debt discount”) is amortized to interest expense over the term of the Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the transaction costs related to the Note issuance, the Company allocated the total amount incurred to the liability and equity components based on their relative values. Issuance costs attributable to the liability component, totaling $6.4 million, are being amortized to expense over the term of the Notes, and issuance costs attributable to the equity component, totaling $1.7 million, were netted with the equity component in stockholders' equity. The unamortized issuance costs balance attributable to the liability component was $0.9 million as of September 30, 2017. Additionally, the Company recorded a deferred tax asset of $0.6 million on a portion of the equity component transaction costs which are deductible for tax purposes.

Concurrently with the Note issuance, the Company repurchased 0.6 million shares of common stock for approximately $30.0 million.

The Notes consist of the following (in thousands):

	September 30, 2017	December 31, 2016
Liability component:		
Principal	$ 300,000	$ 300,000
Less: debt issuance costs, debt discount, net of amortization	(9,843)	(21,208)
Net carrying amount	$ 290,157	$ 278,792
Equity component (1)	$ 63,510	$ 63,510

(1) Recorded in the consolidated balance sheets within additional paid-in capital, net of the $1.7 million of issuance costs in equity.

The following table sets forth total interest expense recognized related to the Notes (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
0.25% coupon	$ 187	$ 188	$ 562	$ 562
Amortization of debt issuance costs	351	332	1,039	982
Amortization of debt discount	3,490	3,300	10,326	9,765
	$ 4,028	$ 3,820	$ 11,927	$ 11,309

Note Hedge

To minimize the impact of potential economic dilution upon conversion of the Notes, the Company entered into convertible note hedge transactions with respect to its common stock (the "Note Hedge"). In May 2013, the Company paid an aggregate amount of $63.5 million for the Note Hedge. The Note Hedge will expire upon maturity of the Notes. The Note Hedge is intended to offset the potential dilution upon conversion of the Notes and/or offset any cash payments the Company is required to make in excess of the principal amount upon conversion of the Notes in the event that the market value per share of the Company's common stock, as measured under the Notes, is greater than the strike price of the Note Hedge, which initially corresponds to the conversion price of the Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Notes.

Warrant

Separately, in May 2013, the Company entered into warrant transactions (the "Warrant"), whereby the Company sold warrants to acquire shares of the Company's common stock at a strike price of $83.18 per share. The Company received aggregate proceeds of $43.6 million from the sale of the Warrant. If the average market value per share of the Company's common stock for the reporting period, as measured under the Warrant, exceeds the strike price of the Warrant, the Warrant will have a dilutive effect on the Company's earnings per share. The Warrant is a separate transaction, entered into by the Company and is not part of the Notes or the Note Hedge, and has been accounted for as part of additional paid-in capital. Holders of the Notes and Note Hedge will not have any rights with respect to the Warrant.

Note 8 — Share Repurchase Program

On October 24, 2012, the Company's Board of Directors conditionally authorized and the Audit Committee subsequently approved a share repurchase program for up to $60.0 million of the Company's common stock. As of September 30, 2017, the Company's Board of Directors has approved increases to the program on the following dates:

- On February 6, 2014, the Company's Board of Directors approved an increase of $100.0 million in addition to any amounts repurchased as of that date.
- On February 9, 2015, the Company's Board of Directors approved an increase of $300.0 million in addition to any amounts repurchased as of that date.
- On April 21, 2016, the Company's Board of Directors approved an increase of $100.0 million in addition to any amounts repurchased as of that date.
- On April 18, 2017, the Company's Board of Directors approved an increase of $140.0 million in addition to any amounts repurchased as of that date.

The share repurchase program is subject to prevailing market conditions and other considerations; does not require the Company to repurchase any dollar amount or number of shares; and may be suspended or discontinued at any time. The share repurchase authorization, which was effective immediately, permits the Company to effect repurchases for cash from time to time through open market, privately negotiated or other transactions, including pursuant to trading plans established in accordance with Rules 10b5-1 and 10b-18 of the Securities Exchange Act of 1934, as amended, or by a combination of such methods.

The following table provides information about our repurchase of shares of our common stock for fiscal years 2014, 2015, 2016, and 2017:

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Period (1)	Total Number of Shares Purchased	Average Price Paid per Share	Total Dollar Value Spent on Repurchases (in thousands)
2014 Repurchases	1,961,085	$45.29	$88,815
2015 Repurchases (2)	4,907,675	$43.99	$215,911
2016 Repurchases	2,524,752	$44.55	$112,488
2017 Repurchases to date (3)	1,665,360	$48.04	$80,000

(1) All shares were purchased pursuant to the publicly announced share repurchase program described above. Shares are reported in a period based on the settlement date of the applicable repurchase. All repurchased shares of common stock have been retired.

(2) The Company entered into an accelerated share repurchase ("ASR") in the second quarter of 2015 under which a prepayment of $75.0 million was made. Final settlement of the ASR occurred on August 3, 2015, resulting in the delivery to the Company of 0.8 million shares of the Company's common stock and a return of cash for the remaining amount not settled in shares of $38.2 million. In total, approximately 0.8 million shares of common stock were repurchased under the ASR for $36.8 million, resulting in an average price paid per share of $46.49 under the ASR.

(3) Represents repurchases for the nine months ended September 30, 2017.

Note 9 — Segment Reporting

The Company reports segment information based on its internal reporting used by management for making decisions and assessing performance as the source of its reportable segments.

The Chief Operating Decision Maker ("CODM") function uses gross profit to evaluate the performance of the segments and allocate resources. Management considers gross margin to be the appropriate metric to evaluate and compare the ongoing performance of each reportable segment as it is the level at which direct costs associated with the performance of the segment are monitored. Cost of net revenues for the Consumer segment consists of costs incurred to produce personalized products for all of the Company's brands. These costs include direct materials (the majority of which consists of paper, ink, and photo book covers), shipping charges, packing supplies, distribution and fulfillment activities, third-party costs for photo-based merchandise, payroll and related expenses for direct labor and customer service, rent for production facilities, and depreciation of production equipment (primarily digital printing presses and binders) and manufacturing facilities. Cost of net revenues also includes amortization of capitalized website and software development costs, primarily related to adding features and functionality to our website and apps to facilitate product purchases and improve the customer shopping experience. These costs include amortization of third-party software and acquired developed technology as well as patent royalties. Cost of net revenues also includes inventory markdowns that are part of restructuring activities. Cost of net revenues for the SBS segment consists of costs which are direct and incremental to the SBS business. These include production costs of SBS products, such as materials, labor and printing costs and costs associated with third-party production of goods. They also include shipping costs and indirect overhead.

Due to the nature of the Company's operations, a majority of its assets are utilized across all segments. In addition, segment assets are not reported to, or used by, the CODM to allocate resources or assess performance of the Company's segments. Accordingly, the Company has not disclosed asset information by segment.

The Company's segments are determined based on the products and services it provides and how the CODM evaluates the business. The Company has the following reportable segments:

Consumer - Includes sales from the Company's brands and are derived from the sale of a variety of products, such as cards and stationery, professionally-bound photo books, home décor, personalized gifts, high quality prints, and other photo-based merchandise, and the related shipping revenues as well as rental revenue from its BorrowLenses brand. Revenue from advertising displayed on the Company's websites is also included in Consumer revenues.

SBS - Includes revenues generated from the printing and shipping of marketing and variable data print products and formats.

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In addition to the above reportable segments, the Company has a corporate category that includes activities that are not directly attributable or allocable to a specific segment. This category consists of stock-based compensation expense and amortization of intangible assets.

The Company's segment results for the three and nine months ended September 30, 2017 and 2016 were as follows (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Consumer				
Net revenues	$ 135,418	$ 144,074	$ 475,153	$ 476,072
Cost of net revenues	81,439	84,825	263,345	256,438
Restructuring	39	—	1,475	—
Gross profit	$ 53,940	$ 59,249	$ 210,333	$ 219,634
Gross profit as a percentage of net revenues	40%	41%	44%	46%
Shutterfly Business Solutions (SBS)				
Net revenues	$ 60,025	$ 43,254	$ 121,294	$ 96,926
Cost of net revenues	47,520	30,389	95,256	71,909
Gross profit	$ 12,505	$ 12,865	$ 26,038	$ 25,017
Gross profit as a percentage of net revenues	21%	30%	21%	26%
Corporate				
Net revenues	$ —	$ —	$ —	$ —
Cost of net revenues	2,149	2,540	6,831	7,722
Gross profit	$ (2,149)	$ (2,540)	$ (6,831)	$ (7,722)
Consolidated				
Net revenues	$ 195,443	$ 187,328	$ 596,447	$ 572,998
Cost of net revenues	131,108	117,754	365,432	336,069
Restructuring	39	—	1,475	—
Gross profit	$ 64,296	$ 69,574	$ 229,540	$ 236,929
Gross profit as a percentage of net revenues	33%	37%	38%	41%

Note 10 — Commitments and Contingencies

Indemnifications

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves future claims that may be made against the Company, but have not yet been made. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations. However, the Company may record charges in the future as a result of these indemnification obligations.

Contingencies

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues contingent liabilities when it is probable that future expenditures will be made and such expenditures can be reasonably estimated.

Legal Matters

The Company is subject to the various legal proceedings and claims discussed below as well as certain other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. Although adverse decisions (or settlements) may occur in one or more of these cases, it is not possible to estimate the possible loss or losses from each of these cases. The final resolution of these lawsuits, individually or in the aggregate, is not expected to have a material adverse effect on the Company's business, financial position or results of operations. Cases that previously were disclosed may no longer be described because of rulings in the case, settlements, changes in our business or other developments rendering them, in our judgment, no longer material to our business, financial position or results of operations.

The State of Delaware v. Shutterfly, Inc.

On May 1, 2014, the State of Delaware filed a complaint against Shutterfly for alleged violations of the Delaware False Claims and Reporting Act, 6 Del C. § 1203(b)(2). The complaint asserts that Shutterfly failed to report and remit to Delaware cash equal to the balances on unused gift cards under the Delaware Escheats Law, 12 Del. C. § 1101 et seq. The Company believes the suit is without merit.

Monroy v. Shutterfly, Inc.

On November 30 2016, Alejandro Monroy on behalf of himself and all others similarly situated, filed a complaint against the Company in the U.S. District Court for the Northern District of Illinois. The complaint asserts that the Company violated the Illinois Biometric Information Privacy Act by extracting his and others' biometric identifiers from photographs and seeks statutory damages and an injunction. The Company believes the suit is without merit and intends to vigorously defend against it.

In all cases, at each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. In such cases, the Company accrues for the amount, or if a range, the Company accrues the low end of the range as a component of legal expense. The Company monitors developments in these legal matters that could affect the estimate the Company had previously accrued. There are no amounts accrued which the Company believes would be material to its financial position and results of operations.

Note 11 — Restructuring

2017 Restructuring Plan

During the first quarter of 2017, the Board of Directors approved, committed to and initiated a plan to significantly simplify the Consumer business during 2017 ("2017 Restructuring Plan"). As part of the plan, the following actions were taken:

- During the second quarter of 2017, the Company reinvested in Tiny Prints as its premium cards & stationery brand and created a Tiny Prints boutique on a dedicated tab on Shutterfly.com;
- During the second quarter, the MyPublisher brand was retired in favor of the industry leading Shutterfly Photo Books category; and
- During the third quarter of 2017, the Company launched the new Shutterfly Wedding Shop and shut down the Wedding Paper Divas legacy website

As of September 30, 2017, the Company has substantially completed all actions under the 2017 Restructuring Plan. The Tiny Prints, MyPublisher and Wedding Paper Divas legacy websites were shut down during the first nine months of fiscal 2017. The Company seeks to retain as many customers and as much revenue as possible while migrating customers from the legacy websites to Shutterfly.com. Further, as part of the plan, the Company announced that it would undertake a strategic review of BorrowLenses for possible sale. The Company completed the strategic review process in the third quarter of 2017 and decided to retain and operate the business. Total restructuring costs associated with the 2017 Restructuring Plan were $17.0 million and impacted our restructuring expense line items within cost of net revenues and operating expenses in our condensed consolidated statement of operations as these were incurred during the nine months ended September 30, 2017.

2015 Restructuring Plan

During 2015, the Company decided to discontinue the Treat brand as well as close the manufacturing operations in Elmsford, New York as part of the Company's strategic initiatives ("2015 Restructuring Plan"). Actions pursuant to the 2015 Restructuring Plan were substantially complete as of the first quarter of 2016.

Restructuring Activity

The following table summarizes the restructuring costs recognized during the nine months ended September 30, 2017:

	2017 Restructuring				2015 Restructuring	
	Property and equipment	Employee costs	Inventory	Other costs	Property and equipment	Total
Balance as of January 1, 2017[1]	$ —	$ —	$ —	$ —	$ 1,602	$ 1,602
Restructuring and other charges	8,233	5,851	1,475	1,226	181	16,966
Cash payments	(87)	(4,189)	—	(786)	(268)	(5,330)
Non-cash adjustments [2]	(6,933)	(814)	(1,475)	(23)	—	(9,245)
Balance as of September 30, 2017[1]	$ 1,213	$ 848	$ —	$ 417	$ 1,515	$ 3,993

[1] The balances as of September 30, 2017 and December 31, 2016 are recorded in accrued liabilities.

[2] Non-cash adjustments include depreciation and amortization of property and equipment (primarily capitalized software development costs and manufacturing equipment) and intangible assets, inventory markdowns, stock-based compensation, and other non-cash costs incurred as part of the restructuring.

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Note 12 - Derivative Financial Instruments

In August 2017, the Company entered into certain interest-rate swap agreements ("Swap Agreements") with an aggregate notional amount of $150.0 million and an effective date of October 18, 2017. The Swap Agreements have the economic effect of modifying a portion of the variable interest-rate obligations associated with the Company's secured delayed draw Term Loan so that the interest payable on such portion of the Term Loan become fixed at a rate of 4.27% (refer to Note 7 - *Debt* for further details regarding the term loan facility). The Swap Agreements have a maturity date of August 17, 2023 as compared to August 17, 2024 for the Term Loan. Further, the Term Loan has an interest-rate floor, whereas the Swap Agreements do not include a floor. All other critical terms of the Swap Agreements correspond to the Term Loan, including interest-rate reset dates and underlying market indices. The Company fully drew the Term Loan on October 18, 2017 which is also the effective date of the Swap Agreements. The Company has asserted that it is probable that it will have sufficient outstanding debt throughout the life of the Swap Agreements.

The Company has designated the aforementioned Swap Agreements as qualifying hedging instruments and is accounting for them as cash flow hedges pursuant to ASC 815 (as amended by ASU 2017-12). The Company used the hypothetical derivative method to assess the effectiveness of the Swap Agreements. The fair value of the Swap Agreements was recognized gross as other assets and the corresponding changes in fair value were recorded in accumulated other comprehensive income (loss) in the consolidated balance sheet. Since the derivative instrument is an interest-rate swap and the hedged item is interest expense, amounts recorded in other comprehensive income (loss) will be reclassified to interest expense when the hedged interest payment is accrued. The periodic interest settlements for the Swap Agreements are recorded as interest expense and are included as part of the cash flows from operating activities. Amounts expected to be reclassified from other comprehensive income into interest expense in the coming 12 months are $0.4 million.

The fair value of the Swap Agreements was $1.4 million as of September 30, 2017 and was classified as other assets in the balance sheet. The unrealized gains recognized in other comprehensive income (loss) were $1.4 million and no amounts were reclassified from other comprehensive income (loss) to interest expense during the three and nine months ended September 30, 2017.

The Company does not use derivative financial instruments for trading purposes.

ITEM 2. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report, including the following Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are based upon our current expectations. These forward-looking statements include statements related to our business strategy and plans, restructuring activities, technology initiatives, the seasonality of and growth of our business, the impact on us of general economic conditions, trends in key metrics such as total number of customers, total number of orders, and average order value, our capital expenditures for 2017, the sufficiency of our cash and cash equivalents and cash generated from operations for the next 12 months, our operating expenses remaining a consistent percentage of our net revenues, our manufacturing capabilities, our new production facilities, effective tax rates, outstanding convertible senior notes, stock repurchase program as well as other statements regarding our future operations, financial condition and prospects and business strategies. In some cases, you can identify forward-looking statements by terminology such as "guidance," "believe," "anticipate," "expect," "estimate," "intend," "seek," "continue," "should," "would," "could," "will," or "may," or the negative of these terms or other comparable terminology. Forward-looking statements involve risks and uncertainties. Our actual results and the timing of events could differ materially from those anticipated in our forward-looking statements as a result of many factors, including but not limited to, decreased consumer discretionary spending as a result of general economic conditions; our ability to expand our customer base and increase sales to existing customers; our ability to meet production requirements; our ability to retain and hire necessary employees, including seasonal personnel, and appropriately staff our operations; the impact of seasonality on our business; our ability to develop innovative, new products and services on a timely and cost-effective basis; failure to realize the anticipated benefits of our 2017 restructuring activities; consumer acceptance of our products and services; our ability to develop additional adjacent lines of business; successfully acquire businesses and technologies and to successfully integrate and operate these acquired businesses and technologies; unforeseen changes in expense levels; competition and the pricing strategies of our competitors, which could lead to pricing pressure; the anticipated benefits of expanding the portions of our public cloud infrastructure and the other risks set forth below under "Risk Factors" in Part II, Item 1A of this report. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We assume no obligation to update any of the forward-looking statements after the date of this report or to compare these forward-looking statements to actual results.

Overview

Shutterfly, Inc. was incorporated in Delaware in 1999. In September 2006, we completed our initial public offering and our common stock is listed on the NASDAQ Global Select Market under the symbol "SFLY." Our principal corporate offices are in Redwood City, California.

We are the leading online manufacturer and retailer of high-quality personalized products and services. Our vision is to make the world a better place by helping people share life's joy. Our mission is to build an unrivaled service that enables deeper, more personal relationships between our customers and those who matter most in their lives. Our primary focus is on helping consumers manage their memories through the powerful medium of photography. We provide a full range of personalized photo-based products and services that make it easy, convenient and fun for consumers to upload, edit, enhance, organize, find, share, create, print, and preserve their memories in a creative and thoughtful manner.

Our high-quality products and services and the compelling online experience we create for our customers, combined with our focus on continuous innovation, have allowed us to establish premium brands. We realize the benefits of premium brands through high customer loyalty, low customer acquisition costs and premium pricing. Our trusted premium brands are:

Shutterfly leads the industry in digital personalized photo products and services. Shutterfly helps our customers turn their precious memories into lasting keepsakes with award-winning professionally-bound photo books, cards and stationery, custom home décor products and unique photo gifts as well as calendars and prints. Our online photo service helps our customers stay connected with family and friends, empowering them to do more with their pictures by expressing themselves in extraordinary ways.

Tiny Prints is a leading premium online cards and stationery boutique, offering stylish announcements, invitations and personal stationery. The Tiny Prints boutique provides customers exclusive luxe designs curated from top stationery designers. Customers (celebrities and top designers alike) seek us out for our industry-leading designs and exceptional service.

BorrowLenses is a premier online market place for high-quality photographic and video equipment rentals.

Groovebook is an iPhone and Android app and subscription service that prints up to 100 mobile phone photos in a Groovebook and mails it to customers every month.

We generate the majority of our revenues by marketing and manufacturing a variety of products such as cards and stationery, professionally-bound photo books, personalized gifts and home décor, calendars and high-quality prints. We manufacture many of these items in our Fort Mill, South Carolina; Shakopee, Minnesota; and Tempe, Arizona production facilities. By operating our own production facilities, we can produce high-quality products, innovate rapidly, maintain a favorable cost structure and ensure timely shipment to customers, even during peak periods of demand. We also operate a network of partners and can seamlessly manage demand across it. Additionally, we sell a variety of products that are currently manufactured for us by third parties, such as calendars, mugs, ornaments, candles, pillows and blankets.

We generate substantially all our revenue from sales originating in the United States and our sales cycle has historically been highly seasonal as we generate approximately 50% of our total net revenues during our fiscal fourth quarter. Further, Tiny Prints generates approximately 70% of its revenue in the fourth quarter. Our operations and financial performance depend on general economic conditions in the United States, consumer sentiment, and the levels of consumer discretionary spending. We closely monitor these economic measures as their trends are indicators of the health of the overall economy and are some of the key external factors that impact our business.

Our customers are a central part of our business model. They generate most of the content on our service by uploading their photos and storing their memories. In addition, they share their photos electronically with their friends and families, extending and endorsing our brand and creating a sense of community. Finally, by giving our branded products to colleagues, friends and loved ones throughout the year, customers reinforce our brands. Through these various activities, our customers create a network of new users and customers.

In addition to driving lower customer acquisition costs through multiple marketing channels, our users provide input on new features, functionalities and products. Close, frequent customer interactions, coupled with significant investments in sophisticated integrated marketing programs, enable us to fine-tune and tailor our promotions and website presentation to specific customer segments. Consequently, customers are presented with a highly personalized shopping experience, which helps foster a unique and deep relationship with our brands.

In order to successfully execute our strategies, we require a talented leadership team. As a result, we intend to continue our focus to attract, retain, and grow our team; and to build continuity and pursue executional excellence in our daily operations everywhere. By providing our employees with a great place to work, we believe that we continue to strengthen our high-performance culture.

During the first quarter of 2017, the Board of Directors approved, committed to and initiated a plan to significantly simplify the Consumer business during 2017 ("2017 Restructuring Plan"). As part of the plan, the following actions were taken:

- During the second quarter of 2017, we reinvested in Tiny Prints as our premium cards & stationery brand and created a Tiny Prints boutique on a dedicated tab on Shutterfly.com;
- During the second quarter, the MyPublisher brand was retired in favor of the industry leading Shutterfly Photo Books category; and
- During the third quarter of 2017, we launched the new Shutterfly Wedding Shop and shut down the Wedding Paper Divas legacy website. The Shutterfly Wedding Shop is a broad offering of personalized wedding products, including invitations, stationery, gifts, keepsakes and albums

As of September 30, 2017, we have substantially completed all actions under the 2017 Restructuring Plan. The Tiny Prints, MyPublisher and Wedding Paper Divas legacy websites were shut down during the first nine months of fiscal 2017. We seek to retain as many customers and as much revenue as possible while migrating customers from the legacy websites to Shutterfly.com. Further, as part of the plan, we announced that we would undertake a strategic review of BorrowLenses for possible sale. We completed the strategic review process in the third quarter of 2017 and decided to retain and operate the business. Total restructuring costs associated with the 2017 Restructuring Plan were $17.0 million and impacted our restructuring expense line items within cost of net revenues and operating expenses in our condensed consolidated statement of operations as these were incurred during the nine months ended September 30, 2017.

Also, during the second quarter of 2017, the Company took advantage of an opportunity to complete the upgrade of our color printer fleet. The benefits of the upgrade are improved quality, increased throughput and automation, and lower consumable costs. The Company expects the new equipment to result in approximately $15.0 million in expense savings over the next five years. There are three pieces of this transaction as follows:

- Purchase of leased equipment from an existing vendor for $21.6 million;
- Sale of the purchased leased equipment to HP, Inc. ("HP") for $20.5 million; and
- Lease of new equipment from HP

In the purchase of the existing leased equipment, the difference between the payment of $21.6 million and the fair value of the asset, resulted in an $8.1 million capital lease termination charge (separate line item in the condensed consolidated statement of operations). The purchased equipment assets were recorded on the balance sheet at fair value of $12.9 million. The subsequent sale of the equipment to HP for $20.5 million resulted in the removal of the equipment assets and a capital lease incentive of $7.9 million to be amortized over the new lease term. Lastly, the Company leased new equipment from HP which upgrades most of our remaining color fleet to HP's high-end printers.

During the third quarter of 2017, we signed a multiyear deal with Amazon Web Services, Inc. to migrate to the cloud. This deal will position us to benefit from cost-effective scaling versus remaining in our own data center, enabling us to deliver innovative features and improve customer experience. Beyond the cost savings, we'll see benefits from higher developer productivity and speed of innovation.

Basis of Presentation

Net Revenues. Our net revenues are comprised of sales generated from Consumer and SBS segments.

Consumer. Our Consumer revenues include sales from all our brands and are derived from the sale of a variety of products such as, professionally-bound photo books, cards and stationery, custom home décor products and unique photo gifts, calendars and prints, and the related shipping revenues as well as rental revenue from our BorrowLenses brand. Revenue from advertising displayed on our websites is also included in Consumer revenues.

SBS. Our SBS revenues are primarily from the printing and shipping of marketing and variable data print products and formats. We continue to focus our efforts in expanding our presence in this market.

In addition to the two reportable segments, we also have a corporate category that includes activities that are not directly attributable or allocable to a specific segment. This category consists of stock-based compensation and amortization of intangible assets.

Our Consumer segment is subject to seasonal fluctuations. In particular, we generate a substantial portion of our revenues during the holiday season in the fourth quarter. We also typically experience increases in net revenues during other shopping-related seasonal events, such as Easter, Mother's Day, Father's Day and Halloween. We generally experience lower net revenues during the first, second and third calendar quarters and have incurred and may continue to incur losses in these quarters. Due to the relatively short lead time required to fulfill product orders, usually one to three business days, order backlog is not material to our business.

To further understand net revenue trends in our Consumer segment, we monitor several key metrics including, total customers, total number of orders, and average order value.

Total Customers. We closely monitor total customers as a key indicator of demand. Total customers represent the number of transacting customers in a given period. An active customer is defined as one that has transacted in the last trailing twelve months. We seek to expand our customer base by empowering our existing customers with sharing and collaboration services, and by conducting integrated marketing and advertising programs. We also acquire new customers through customer list acquisitions. Total customers generally have increased on an annual basis for each year since inception.

Total Number of Orders. We closely monitor total number of orders as a leading indicator of net revenue trends. We recognize net revenues associated with an order when the products have been shipped and all other revenue recognition criteria have been met. Orders are typically processed and shipped in approximately three business days after a customer places an order. Total number of orders generally have increased on an annual basis for each year since inception.

Average Order Value. Average order value ("AOV") is Consumer net revenues for a given period divided by the total number of customer orders recorded during that same period. AOV is impacted by product sales mix and pricing and promotional strategies, including our promotions and competitor promotional activity. As a result, our AOV may fluctuate on a quarterly and annual basis.

Our SBS segment revenues are generated from the printing and shipping of variable data print products and formats.

We believe the analysis of these metrics and others described under "Non-GAAP Financial Measures" provides us with important information on our overall net revenue trends and operating results. Fluctuations in these metrics are not unusual and no single factor is determinative of our net revenues and operating results.

Cost of Net Revenues. Our cost of net revenues is split between our Consumer and SBS segments and our Corporate category.

Consumer. Cost of net revenues for the Consumer segment consists of costs incurred to produce personalized products for all of our brands. These costs include direct materials (the majority of which consists of paper, ink, and photo book covers), shipping charges, packing supplies, distribution and fulfillment activities, third-party costs for photo-based merchandise, payroll and related expenses for direct labor and customer service, rent for production facilities, and depreciation of production equipment (primarily digital printing presses and binders) and manufacturing facilities. Cost of net revenues also includes amortization of capitalized website and software development costs, primarily related to adding features and functionality to our website and apps to facilitate product purchases and improve the customer shopping experience. These costs include amortization of third-party software and acquired developed technology as well as patent royalties. Cost of net revenues also includes inventory markdowns that are part of restructuring activities.

SBS. Cost of net revenues for the SBS segment consists of costs which are direct and incremental to the SBS business. These include production costs of SBS products, such as materials, labor and printing costs, shipping costs, indirect overhead and depreciation as well as costs associated with third-party production of goods.

Corporate. Our corporate category includes activities that are not directly attributable or allocable to a specific segment. This category consists of stock-based compensation expense and amortization of intangible assets.

Operating Expenses. Operating expenses consist of technology and development, sales and marketing, general and administrative and restructuring expenses.

Technology and development expense consists primarily of salaries and benefits for employees and professional fees for contractors engaged in the maintenance and support of our website, developing features and functionality for our free photo storage service, and developing and maintaining internal infrastructure such as our ERP, internal reporting tools and network security and data encryption systems. These expenses include depreciation of computer and network hardware used to run our websites, store user photos and related data, and support our infrastructure, as well as amortization of software used to operate such hardware. Technology and development expense also includes co-location, power and bandwidth costs.

Sales and marketing expense consists of costs incurred for marketing programs, and personnel and related expenses for our customer acquisition, product marketing, business development, and public relations activities. Our marketing efforts consist of various online and offline media programs, such as e-mail and direct mail promotions, social media and online display advertising, radio advertising, television advertising, the purchase of keyword search terms and various strategic alliances. We utilize these efforts to attract customers to our service.

General and administrative expense includes general corporate costs, including rent for our corporate offices, insurance, depreciation on information technology equipment, and legal and accounting fees. Transaction costs are also included in general and administrative expense. In addition, general and administrative expense includes personnel expenses of employees involved in executive, finance, accounting, human resources, information technology and legal roles. Third-party payment processor and credit card fees are also included in general and administrative expense and have historically fluctuated based on revenues during the period. All of the payments we have received from our intellectual property license agreements have been included as an offset to general and administrative expense.

Interest Expense. Interest expense consists of interest on our convertible senior notes arising from amortization of debt discount, amortization of debt issuance costs and our 0.25% coupon payment, costs associated with our syndicated credit facilities, and costs associated with our capital leases and build-to-suit lease financing obligations.

Interest and Other Income, Net. Interest and other income, net primarily consists of the interest earned on our cash and investment accounts and realized gains and losses on the sale of our investments.

Income Taxes. We account for income taxes under the liability method. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities. We are subject to taxation in the United States and Israel.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate our critical accounting policies and estimates. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our critical accounting policies and estimates are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Recent Accounting Pronouncements

Refer to *Note 1 - The Company and Summary of Significant Accounting Policies* of the financial statements for a discussion of the recent accounting pronouncements.

Results of Operations

The following table presents the components of our statement of operations as a percentage of net revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net revenues	100 %	100 %	100 %	100 %
Cost of net revenues	67 %	63 %	62 %	59 %
Restructuring	— %	— %	— %	— %
Gross profit	33 %	37 %	38 %	41 %
Operating expenses:				
Technology and development	20 %	23 %	21 %	21 %
Sales and marketing	17 %	22 %	20 %	24 %
General and administrative	12 %	14 %	13 %	15 %
Capital lease termination	— %	— %	1 %	— %
Restructuring	2 %	— %	3 %	— %
Total operating expenses	51 %	59 %	58 %	60 %
Loss from operations	(18)%	(22)%	(20)%	(19)%
Interest expense	(4)%	(3)%	(3)%	(2)%
Interest and other income, net	— %	— %	— %	— %
Loss before income taxes	(22)%	(25)%	(23)%	(21)%
Benefit from income taxes	9 %	10 %	9 %	8 %
Net loss	(13)%	(15)%	(14)%	(13)%

Comparison of the Three Month Periods Ended September 30, 2017 and 2016

	Three Months Ended September 30,			
	2017	**2016**	**$ Change**	**% Change**
	(in thousands)			
Consolidated				
Net revenues	$ 195,443	$ 187,328	$ 8,115	4 %
Cost of net revenues	131,108	117,754	13,354	11 %
Restructuring	39	—	39	100 %
Gross profit	$ 64,296	$ 69,574	$ (5,278)	(8)%
Gross profit as a percentage of net revenues	*33%*	*37%*		

Net revenues increased $8.1 million, or 4%, for the three months ended September 30, 2017 as compared to the same period in 2016. Cost of net revenues increased $13.4 million, or 11%, for the three months ended September 30, 2017 as compared to the same period in 2016. As a percentage of net revenues, cost of net revenues increased to 67% in the three months ended September 30, 2017 from 63% in 2016. Gross margin decreased to 33% in the three months ended September 30, 2017 from 37% in the same period in 2016 primarily due to greater SBS segment mix and lower gross margins in the SBS segment.

Consumer Segment

	Three Months Ended September 30,			
	2017	**2016**	**$ Change**	**% Change**
	(in thousands)			
Consumer				
Net revenues	$ 135,418	$ 144,074	$ (8,656)	(6)%
Cost of net revenues	81,439	84,825	(3,386)	(4)%
Restructuring	39	—	39	100 %
Gross profit	$ 53,940	$ 59,249	$ (5,309)	(9)%
Gross profit as a percentage of net revenues	*40%*	*41%*		

	Three Months Ended September 30,			
	2017	**2016**	**Change**	**% Change**
	(in thousands, except AOV amounts)			
Key Consumer Metrics				
Total Customers	2,969	3,151	(182)	(6)%
Total Number of Orders	4,861	5,395	(534)	(10)%
Average order value (AOV)	$ 27.86	$ 26.71	$ 1.15	4 %

Consumer net revenues decreased $8.7 million, or 6%, in the three months ended September 30, 2017 compared to the same period in 2016. The decrease in Consumer net revenues was due to anticipated revenue declines in the non-Shutterfly brands due to the platform consolidation and the brand shutdowns over the course of the nine months ended September 30, 2017. Total customers decreased 6% and total number of orders decreased 10%, while AOV increased 4% in the three months ended September 30, 2017 compared to the same period in 2016. The decrease in total customers and total number of orders was primarily due to the consumer platform consolidation. AOV increased due to product mix and a lower level of free products in our promotional mix.

Consumer cost of net revenues decreased $3.4 million, or 4%, for the three months ended September 30, 2017 as compared to the same period in 2016. The decrease in cost of net revenues is primarily due to changes in product mix and lower overall consumer volume due to the platform consolidation and improved partner outsourcing costs.

Consumer gross margin decreased to 40% in the three months ended September 30, 2017 from 41% in the same period in 2016. Restructuring charges related to the markdowns of inventories which were determined to be obsolete had an immaterial impact on gross margin in the three months ended September 30, 2017.

SBS Segment

	Three Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Shutterfly Business Solutions (SBS)				
Net revenues	$ 60,025	$ 43,254	$ 16,771	39 %
Cost of net revenues	47,520	30,389	17,131	56 %
Gross profit	$ 12,505	$ 12,865	$ (360)	(3)%
Gross profit as a percentage of net revenues	*21%*	*30%*		

SBS net revenues increased $16.8 million, or 39%, in the three months ended September 30, 2017 compared to the same period in 2016. The increase in SBS net revenues came both from expansion of projects and higher volumes with existing clients, which included a new multi-year deal with an existing technology client.

SBS cost of net revenues increased $17.1 million, or 56%, for the three months ended September 30, 2017 as compared to the same period in 2016. SBS gross margin decreased to 21% in the three months ended September 30, 2017 from 30% in the same period in 2016 primarily due to lower gross margin on a major new deal we signed with an existing technology client which has low margins during the initial ramp up period. We expect gross margin in connection with this strategic relationship to be lower during the initial ramp period yet to improve over the life of the deal.

Corporate Segment

	Three Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Corporate				
Net revenues	$ —	$ —	$ —	— %
Cost of net revenues	2,149	2,540	(391)	(15)%
Gross profit	$ (2,149)	$ (2,540)	$ 391	(15)%

Corporate cost of net revenues decreased $0.4 million, or 15% in the three months ended September 30, 2017 compared to the same period in 2016. The decrease in corporate cost of net revenues was primarily a result of a decrease in amortization of intangible assets as certain of our intangible assets became fully amortized.

	Three Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Technology and development	$ 39,614	$ 43,284	$ (3,670)	(8)%
Percentage of net revenues	*20%*	*23%*	—	—
Sales and marketing	$ 33,331	$ 41,903	$ (8,572)	(20)%
Percentage of net revenues	*17%*	*22%*	—	—
General and administrative	$ 23,894	$ 26,181	$ (2,287)	(9)%
Percentage of net revenues	*12%*	*14%*	—	—
Restructuring	$ 3,278	$ —	$ 3,278	100 %
Percentage of net revenues	*2%*	*—%*	—	—

Our technology and development expense decreased $3.7 million, or 8%, for the three months ended September 30, 2017, compared to the same period in 2016. As a percentage of net revenues, technology and development decreased to 20% in the three months ended September 30, 2017 from 23% in the three months ended September 30, 2016. The overall decrease is primarily due to a decrease of $2.4 million in salaries and benefits relating to decreased headcount due to restructuring, a decrease of $1.5 million in depreciation and amortization due to fully amortized computer equipment, and an increase of $0.7 million of capitalized software and website development costs due to continued investments in mobile, simplifying the customer experience, the consumer platform consolidation and in our SBS business. These factors were partially offset by an increase of $0.8 million in facilities costs primarily resulting from expenditures in connection with database operations and $0.4 million in professional fees.

At September 30, 2017, headcount in technology and development decreased by 9% compared to September 30, 2016, reflecting our strategic focus on improving our long-term operating efficiency through the consumer platform consolidation. In the three months ended September 30, 2017, we capitalized $8.4 million in eligible salary and consultant costs, including $0.3 million of stock-based compensation expense, associated with software developed or obtained for internal use, compared to $7.7 million capitalized in the three months ended September 30, 2016, which included $0.3 million of stock-based compensation expense.

Our sales and marketing expense decreased $8.6 million, or 20%, in the three months ended September 30, 2017 compared to the same period in 2016. As a percentage of net revenues, total sales and marketing expense decreased to 17% in the three months ended September 30, 2017 from 22% in the three months ended September 30, 2016. The decrease in our sales and marketing expense was due to a decrease of $5.5 million in marketing campaigns driven by efficiencies resulting from the consumer platform consolidation. There was also a decrease of $1.9 million in salaries and benefits and a decrease of $0.8 million in stock-based compensation, both as a result of lower headcount.

Our general and administrative expense decreased $2.3 million, or 9%, in the three months ended September 30, 2017 as compared to the same period in 2016. As a percentage of net revenues, general and administrative expense decreased to 12% in the three months ended September 30, 2017 from 14% in the three months ended September 30, 2016. The decrease in general and administrative expense was primarily due to a decrease of $1.2 million in depreciation expense, a decrease of $0.9 million in personnel related costs due to lower headcount, and a decrease of $0.4 million in stock based compensation. There was also a decrease of $0.3 million in professional fees and a decrease of $0.3 million in credit card fees. These decreases were partially offset by an increase of $0.6 million in facilities costs.

In the three months ended September 30, 2017, there were $3.3 million of restructuring charges within operating expenses. These restructuring charges primarily consist of $1.8 million in depreciation expense of property and equipment and facility closures, $0.7 million in employee-related costs and $0.8 million related to other costs.

	Three Months Ended September 30,		
	2017	**2016**	**Change**
		(in thousands)	
Interest expense	$ (6,699)	$ (5,726)	$ (973)
Interest and other income, net	253	130	123

Interest expense was $6.7 million for the three months ended September 30, 2017 compared to $5.7 million during the same period in 2016. This increase in interest expense was primarily driven by increases in interest expense from our convertible debt, interest expense from the new credit agreement we entered into during current quarter, and interest expense from additional capital leases compared to prior year.

	Three Months Ended September 30,	
	2017	**2016**
	(in thousands)	
Benefit from income taxes	$ 16,660	$ 18,235
Effective tax rate	39%	38%

We recorded an income tax benefit of $16.7 million and $18.2 million for the three months ended September 30, 2017 and 2016, respectively. Our effective tax rate was 39% for the three months ended September 30, 2017, compared to 38% for the three months ended September 30, 2016. Factors that impacted the effective tax rate include the federal research and development credit, limitations on executive compensation, excess tax benefits from stock compensation and the domestic activities production deduction.

Comparison of the Nine Month Periods Ended September 30, 2017 and 2016

	Nine Months Ended September 30,			
	2017	**2016**	**$ Change**	**% Change**
		(in thousands)		
Consolidated				
Net revenues	$ 596,447	$ 572,998	$ 23,449	4 %
Cost of net revenues	365,432	336,069	29,363	9 %
Restructuring	1,475	—	1,475	100 %
Gross profit	$ 229,540	$ 236,929	$ (7,389)	(3)%
Gross profit as a percentage of net revenues	*38%*	*41%*		
Gross profit excluding restructuring as a percentage of net revenues	*39%*	*41%*		

Net revenues increased $23.4 million, or 4%, for the nine months ended September 30, 2017 as compared to the same period in 2016. Cost of net revenues increased $29.4 million, or 9%, for the nine months ended September 30, 2017 as compared to the same period in 2016. As a percentage of net revenues, cost of net revenues increased to 62% in the nine months ended September 30, 2017 from 59% in the nine months ended September 30, 2016. Also impacting gross profit in the nine months ended September 30, 2017 was $1.5 million of restructuring charges related to inventory markdowns. Excluding the impact of restructuring charges, gross margin decreased to 39% in the nine months ended September 30, 2017 from 41% in the same period in 2016 primarily due to greater SBS segment mix and lower gross margins in the SBS segment.

Consumer Segment

	Nine Months Ended September 30,			
	2017	**2016**	**$ Change**	**% Change**
		(in thousands)		
Consumer				
Net revenues	$ 475,153	$ 476,072	$ (919)	— %
Cost of net revenues	263,345	256,438	6,907	3 %
Restructuring	1,475	—	1,475	100 %
Gross profit	$ 210,333	$ 219,634	$ (9,301)	(4)%
Gross profit as a percentage of net revenues	*44%*	*46%*		
Gross profit excluding restructuring as a percentage of net revenues	*45%*	*46%*		

Consumer net revenues decreased $0.9 million in the nine months ended September 30, 2017 compared to the same period in 2016. The decrease in Consumer net revenues was primarily due to anticipated revenue declines in the non-Shutterfly brands due to the platform consolidation and the brand shutdowns over the course of the nine months ended September 30, 2017.

Consumer cost of net revenues increased $6.9 million, or 3%, for the nine months ended September 30, 2017 as compared to the same period in 2016. The increase in cost of net revenues is primarily due to changes in product mix and increased promotions.

In the nine months ended September 30, 2017, gross margin is impacted by $1.5 million of restructuring charges in the Consumer segment. These restructuring charges were related to the obsolete inventory markdowns as part of the Consumer segment restructuring. Consumer gross margin excluding restructuring was 45% in the three months ended September 30, 2017.

SBS Segment

	Nine Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Shutterfly Business Solutions (SBS)				
Net revenues	$ 121,294	$ 96,926	$ 24,368	25%
Cost of net revenues	95,256	71,909	23,347	32%
Gross profit	$ 26,038	$ 25,017	$ 1,021	4%
Gross profit as a percentage of net revenues	*21%*	*26%*		

SBS net revenues increased $24.4 million, or 25%, in the nine months ended September 30, 2017 compared to the same period in 2016. The increase in SBS net revenues came both from expansion of projects and higher volumes with existing clients, which included a new multi-year deal with an existing technology client.

SBS cost of net revenues increased $23.3 million, or 32%, for the nine months ended September 30, 2017 as compared to the same period in 2016. SBS gross margin decreased to 21% in the nine months ended September 30, 2017 from 26% in the same period in 2016. The decrease in SBS gross margin is primarily due to increased costs associated with expansion of projects with our existing clients. The decrease in SBS gross margin is further impacted by lower gross margin on a major new deal we signed with an existing technology client which has low margins during the initial ramp up period. We expect gross margin in connection with this strategic relationship to be lower during the initial ramp period yet to improve over the life of the deal.

Corporate Segment

	Nine Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Corporate				
Net revenues	$ —	$ —	$ —	— %
Cost of net revenues	6,831	7,722	(891)	(12)%
Gross profit	$ (6,831)	$ (7,722)	$ 891	(12)%

Corporate cost of net revenues decreased $0.9 million, or 12% in the nine months ended September 30, 2017 compared to the same period in 2016. The decrease in corporate cost of net revenues was primarily a result of a decrease in amortization of intangible assets for those that became fully amortized.

	Nine Months Ended September 30,			
	2017	2016	$ Change	% Change
	(in thousands)			
Technology and development	$ 124,968	$ 122,866	$ 2,102	2 %
Percentage of net revenues	*21%*	*21%*	—	—
Sales and marketing	$ 119,205	$ 135,284	$ (16,079)	(12)%
Percentage of net revenues	*20%*	*24%*	—	—
General and administrative	$ 79,200	$ 83,462	$ (4,262)	(5)%
Percentage of net revenues	*13%*	*15%*	—	—
Capital lease termination	$ 8,098	$ —	$ 8,098	100 %
Percentage of net revenues	1%	—%	—	—
Restructuring	$ 15,491	$ —	$ 15,491	100 %
Percentage of net revenues	*3%*	*—%*	—	—

Our technology and development expense increased $2.1 million, or 2%, for the nine months ended September 30, 2017, compared to the same period in 2016 as the Company continues to invest in mobile, simplifying the customer experience, the consumer platform consolidation and our SBS Business. As a percentage of net revenues, technology and development remained flat at 21% in the nine months ended September 30, 2017 and 2016. The overall increase in expense was primarily due to an increase of $6.1 million in professional fees, an increase of $2.8 million in facilities costs primarily resulting from additional co-location expenses and network and database operations, and an increase in stock-based compensation expense of $1.7 million. These factors were partially offset by an increase of $3.2 million in software and website development costs capitalized, a decrease of $3.5 million in depreciation and amortization expense, and a decrease of $1.9 million in salaries and benefits due to lower headcount due to restructuring.

In the nine months ended September 30, 2017, we capitalized $25.3 million in eligible salary and consultant costs, including $1.0 million of stock-based compensation expense, associated with software developed or obtained for internal use, compared to $22.2 million capitalized in the nine months ended September 30, 2016, which included $1.2 million of stock-based compensation expense.

Our sales and marketing expense decreased $16.1 million, or 12%, in the nine months ended September 30, 2017 compared to the same period in 2016. As a percentage of net revenues, total sales and marketing expense decreased to 20% in the nine months ended September 30, 2017 from 24% in the nine months ended September 30, 2016. The decrease in our sales and marketing expense was due to a decrease of $8.6 million in integrated marketing campaigns, marketing partnerships, and professional fees due to the efficiencies resulting from the consumer platform consolidation. There were also a decrease of $3.3 million in depreciation and amortization expense as certain of our intangible assets became fully amortized, and decreases of $2.7 million in stock-based compensation and $1.7 million in personnel costs, both as a result of lower headcount due to the restructuring.

Our general and administrative expense decreased $4.3 million, or 5%, in the nine months ended September 30, 2017 as compared to the same period in 2016. As a percentage of net revenues, general and administrative expense decreased to 13% in the nine months ended September 30, 2017 from 15% in the nine months ended September 30, 2016. The decrease in general and administrative expense was primarily due to decreases of $3.4 million in depreciation expense and $1.5 million in professional fees. There was also a decrease of $1.4 million in personnel related costs primarily due to severance costs for the former Chief Executive Officer incurred in the nine months ended September 30, 2016 and due to lower headcount and a decrease of $0.6 million in credit card fees. This was partially offset by an increase of $1.9 million in facilities costs and an increase of $0.6 million in stock-based compensation expense primarily from hiring our Chief Executive Officer in the second quarter of 2016.

In the nine months ended September 30, 2017, there was an $8.1 million capital lease termination charge within operating expenses. This charge related to leased equipment from an existing vendor which we purchased and subsequently resold to HP during the second quarter of fiscal 2017.

In the nine months ended September 30, 2017, there were $15.5 million of restructuring charges within operating expenses. These restructuring charges primarily consist of $8.4 million in depreciation expense of disposed assets and facility closures, and $5.9 million in employee-related costs such as severance and retention expense, and $1.2 million related to other costs.

	Nine Months Ended September 30,		
	2017	**2016**	**Change**
		(in thousands)	
Interest expense	$ (18,617)	$ (17,062)	$ (1,555)
Interest and other income, net	687	379	308

Interest expense was $18.6 million for the nine months ended September 30, 2017 compared to $17.1 million during the same period in 2016. This increase in interest expense was primarily driven by increases in interest expense from our convertible debt, interest expense from new credit agreement signed in the third quarter of 2017, and interest expense from additional capital leases compared to prior year.

	Nine Months Ended September 30,	
	2017	**2016**
	(in thousands)	
Benefit from income taxes	$ 53,713	$ 46,290
Effective tax rate	40%	38%

We recorded an income tax benefit of $53.7 million and $46.3 million for the nine months ended September 30, 2017 and 2016, respectively. Our effective tax rate was 40% for the nine months ended September 30, 2017, compared to 38% for the nine months ended September 30, 2016. Factors that impacted the effective tax rate include the federal research and development credit, limitations on executive compensation, excess tax benefits from stock compensation and the domestic activities production deduction.

Liquidity and Capital Resources

At September 30, 2017, we had $56.0 million of cash and cash equivalents and $56.7 million of investments, primarily agency securities and corporate bonds. In May 2013, we issued $300.0 million of 0.25% convertible senior notes due May 15, 2018 (the "Notes"). We anticipate repaying the Notes with the proceeds from our syndicated credit facility which provides (a) a five-year secured revolving loan facility in an aggregate principal amount of up to $200.0 million expiring in August 2022 (the "Revolving Loan Facility") and (b) a seven-year secured delayed draw term loan facility in an aggregate principal amount of up to $300.0 million expiring in August 2024 (the "Term Loan"). As such, on October 18, 2017, we fully drew the $300.0 million Term Loan facility. The Revolving Loan Facility remains undrawn and available to us.

This $500.0 million credit facility fits well within our overall capital structure strategy. We seek to maintain adequate financial capacity to manage our seasonal cash flows, ensure a reasonable degree of operational flexibility and invest in value-creating growth.

Below is our cash flow activity for the nine months ended September 30, 2017:

	Nine Months Ended September 30,	
	2017	2016
	(in thousands)	
Consolidated Statements of Cash Flows Data:		
Purchases of property and equipment	$ (22,960)	$ (43,733)
Capitalization of software and website development costs	(25,977)	(27,136)
Cash flows used in operating activities	(80,659)	(70,575)
Cash flows used in investing activities	(43,630)	(53,619)
Cash flows used in financing activities	(108,976)	(104,457)

We anticipate that our current cash balance and cash generated from operations will be sufficient to meet our strategic and working capital requirements, lease obligations, share repurchase program, technology development projects, and coupon payments for the Notes for at least the next twelve months. Whether these resources are adequate to meet our liquidity needs beyond that period will depend on our growth, operating results, and the capital expenditures required to meet possible increased demand for our products. If we require additional capital resources to grow our business internally or to acquire complementary technologies and businesses at any time in the future, we may seek to sell additional debt or additional equity. The sale of additional equity or convertible debt could result in significant dilution to our stockholders. Financing arrangements may not be available to us, or may not be in amounts or on terms acceptable to us.

We anticipate that total 2017 capital expenditures will be approximately 6% of 2017 net revenues. These expenditures will be used to improve the mobile experience, to develop the SBS platform, to purchase technology and equipment to support the growth in our business, to increase our production capacity, to simplify the process of creating and purchasing personalized products and by continuing to expand the range of products we offer our customers, and to make developments to Shutterfly Photos. This range of capital expenditures is not outside the ordinary course of our business or materially different from how we have expanded our business in the past.

The following table shows total capital expenditures including amounts accrued but not yet paid by category for the nine months ended September 30, 2017 and 2016:

	Nine Months Ended September 30,	
	2017	2016
	(in thousands)	
Technology equipment and software	$ 11,396	$ 11,912
Percentage of total capital expenditures	*21%*	*17%*
Manufacturing equipment, building improvements	13,888	28,527
Percentage of total capital expenditures	*26%*	*41%*
Capitalized technology and development costs	25,816	27,039
Percentage of total capital expenditures	*49%*	*39%*
Rental Equipment	1,939	2,020
Percentage of total capital expenditures	*4%*	*3%*
Total capital expenditures	$ 53,039	$ 69,498
Total capital expenditures percentage of net revenues	*9%*	*12%*

Operating Activities. For the nine months ended September 30, 2017, net cash used in operating activities was $80.7 million, primarily due to our net loss of $81.6 million and the net change in operating assets and liabilities of $125.0 million. Net cash used in operating activities was adjusted for non-cash items including $66.4 million of depreciation and amortization expense, $32.7 million of stock-based compensation expense, $11.6 million of non-cash restructuring, $11.8 million of amortization of intangible assets, $11.4 million for amortization of debt discount and $8.6 million benefit from deferred income taxes.

For the nine months ended September 30, 2016, net cash used in operating activities was $70.6 million, primarily due to our net loss of $75.1 million and the net change in operating assets and liabilities of $130.1 million. Net cash used in operating activities was adjusted for non-cash items including $69.3 million of depreciation and amortization expense, $33.3 million of stock-based compensation expense, $15.7 million of amortization of intangible assets, $10.7 million for amortization of debt discount and $5.8 million provision from deferred income taxes.

Investing Activities. For the nine months ended September 30, 2017, net cash used in investing activities was $43.6 million. We used $23.0 million for capital expenditures for computer and network hardware to support our website infrastructure and information technology systems and production equipment for our manufacturing and production operations. We also used $26.0 million for capitalized software and website development and $44.4 million to purchase investments. This was offset by proceeds from the maturities of investments of $28.5 million and proceeds from sale of property and equipment of $21.2 million.

For the nine months ended September 30, 2016, net cash used in investing activities was $53.6 million. We used $43.7 million for capital expenditures for computer and network hardware to support our website infrastructure and information technology systems and production equipment for our manufacturing and production operations. We also used $27.1 million for capitalized software and website development and $21.9 million to purchase investments. This was offset by proceeds from the maturities and sales of investments of $25.1 million and proceeds from sale of property and equipment of $14.1 million.

Financing Activities. For the nine months ended September 30, 2017, net cash used in financing activities was $109.0 million. We used $80.0 million to repurchase shares of our common stock and $24.8 million for payments of capital leases and financing obligations which includes $12.2 million of payments made in connection with certain capital leases that were terminated as part of the upgrade of our color printer fleet during the second quarter of 2017. We also used $4.8 million for the payment of credit agreement issuance costs. This was offset by $0.6 million of proceeds from the issuance of common stock from the exercise of stock options.

For the nine months ended September 30, 2016, net cash used in financing activities was $104.5 million. We used $90.8 million to repurchase shares of our common stock. We also used $15.1 million for payments of capital leases and financing obligations and $1.3 million for payment of contingent consideration liabilities. This was offset by $0.9 million in excess tax benefit from stock-based compensation expense and $1.9 million of proceeds from the issuance of common stock from the exercise of stock options.

Non-GAAP Financial Measures

Regulation G, conditions for use of Non-Generally Accepted Accounting Principles ("Non-GAAP") financial measures, and other SEC regulations define and prescribe the conditions for use of certain Non-GAAP financial information. We closely monitor four financial measures, Non-GAAP net loss, Non-GAAP net loss per share, adjusted EBITDA and adjusted EBITDA minus capital expenditures which meet the definition of Non-GAAP financial measures. We define Non-GAAP net loss and Non-GAAP net loss per share as net loss and net loss per share excluding restructuring, respectively. We define adjusted EBITDA as earnings before interest, taxes, depreciation, amortization, stock-based compensation, restructuring, and capital lease termination. Adjusted EBITDA minus capital expenditures is defined as adjusted EBITDA less purchases of property and equipment and capitalization of software and website development costs. This was previously referred to as "free cash flow" prior to the fourth quarter of 2016. Management believes these Non-GAAP financial measures reflect an additional way of viewing our profitability and liquidity that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our earnings and cash flows. Refer below for a reconciliation of Non-GAAP net loss, Non-GAAP net loss per share, adjusted EBITDA and adjusted EBITDA minus capital expenditures to the most comparable GAAP measure.

To supplement our consolidated financial statements presented on a GAAP basis, we believe that these Non-GAAP measures provide useful information about our core operating results and thus are appropriate to enhance the overall understanding of our past financial performance and our prospects for the future. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of our underlying operational results and trends and performance. Management uses these Non-GAAP measures to evaluate our financial results, develop budgets, manage expenditures, and determine employee compensation. The presentation of additional information is not meant to be considered in isolation or as a substitute for or superior to net income (loss) or net income (loss) per share determined in accordance with GAAP. We believe that it is important to view adjusted EBITDA minus capital expenditures as a complement to our reported consolidated financial statements. Management strongly encourages shareholders to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

The table below shows the trend of Non-GAAP net loss, Non-GAAP net loss per share, Non-GAAP adjusted EBITDA and Non-GAAP adjusted EBITDA minus capital expenditures as a percentage of net revenues for the three and nine months ended September 30, 2017 and 2016 (in thousands except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
Net revenues	$ 195,443	$ 187,328	$ 596,447	$ 572,998
GAAP net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
GAAP net loss % of net revenues	*(13)%*	*(16)%*	*(14)%*	*(13)%*
GAAP net loss per share	$ (0.78)	$ (0.86)	$ (2.45)	$ (2.19)
Non-GAAP net loss	$ (23,959)	$ (29,155)	$ (67,021)	$ (75,076)
Non-GAAP net loss % of net revenues	*(12)%*	*(16)%*	*(11)%*	*(13)%*
Non-GAAP net loss per share	$ (0.73)	$ (0.86)	$ (2.01)	$ (2.19)
Non-GAAP adjusted EBITDA	$ 3,047	$ (1,993)	$ 18,489	$ 13,663
Non-GAAP adjusted EBITDA % of net revenues	*2 %*	*(1)%*	*3 %*	*2 %*
Non-GAAP adjusted EBITDA minus capital expenditures	$ (23,743)	$ (25,769)	$ (34,550)	$ (46,008)
Non-GAAP adjusted EBITDA minus capital expenditures % of net revenues	*(12)%*	*(14)%*	*(6)%*	*(8)%*

For the three months ended September 30, 2017 and 2016, our Non-GAAP net loss was $24.0 million and $29.2 million, respectively. In addition, during the three months ended September 30, 2017 and 2016, Non-GAAP net loss per share was $0.73 and $0.86, respectively.

For the three months ended September 30, 2017 and 2016, our adjusted EBITDA and adjusted EBITDA loss was $3.0 million and $2.0 million, respectively. In addition, during the three months ended September 30, 2017 and 2016, adjusted EBITDA minus capital expenditures was a loss of $23.7 million and $25.8 million, respectively.

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For the nine months ended September 30, 2017 and 2016, our Non-GAAP net loss was $67.0 million and $75.1 million, respectively. In addition, during the nine months ended September 30, 2017 and 2016, Non-GAAP net loss per share was $2.01 and $2.19, respectively.

For the nine months ended September 30, 2017 and 2016, our adjusted EBITDA was $18.5 million and $13.7 million, respectively. In addition, during the nine months ended September 30, 2017 and 2016, adjusted EBITDA minus capital expenditures was a loss of $34.6 million and $46.0 million, respectively.

By carefully managing our operating costs and capital expenditures, we are able to make the strategic investments we believe are necessary to grow and strengthen our business while maintaining the opportunity for full year adjusted EBITDA profitability and improving adjusted EBITDA minus capital expenditures.

The following is a reconciliation of Non-GAAP net loss, Non-GAAP net loss per share, Non-GAAP adjusted EBITDA and Non-GAAP adjusted EBITDA minus capital expenditures to the most comparable GAAP measure, for the three and nine months ended September 30, 2017 and 2016 (in thousands except per share amounts):

Reconciliation of Net Loss to Non-GAAP Net Loss

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
GAAP net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
Capital lease termination	—	—	8,098	—
Restructuring	3,317	—	16,966	—
Tax benefit impact of restructuring and capital lease termination charges	(1,669)	—	(10,446)	—
Non-GAAP net loss	$ (23,959)	$ (29,155)	$ (67,021)	$ (75,076)
GAAP diluted shares outstanding	32,878	33,932	33,363	34,235
Non-GAAP diluted shares outstanding	32,878	33,932	33,363	34,235
GAAP net loss per share	$ (0.78)	$ (0.86)	$ (2.45)	$ (2.19)
Non-GAAP net loss per share	$ (0.73)	$ (0.86)	$ (2.01)	$ (2.19)

Reconciliation of Net Loss to Non-GAAP Adjusted EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	**2016**	**2017**	**2016**
Net loss	$ (25,607)	$ (29,155)	$ (81,639)	$ (75,076)
Add back:				
Interest expense	6,699	5,726	18,617	17,062
Interest and other income, net	(253)	(130)	(687)	(379)
Benefit from income taxes	(16,660)	(18,235)	(53,713)	(46,290)
Depreciation and amortization	24,815	27,587	78,137	85,058
Stock-based compensation expense	10,736	12,214	32,710	33,288
Restructuring	3,317	—	16,966	—
Capital lease termination	—	—	8,098	—
Non-GAAP Adjusted EBITDA	$ 3,047	$ (1,993)	$ 18,489	$ 13,663

Reconciliation of Cash Flow from Operating Activities to Non-GAAP Adjusted EBITDA and Non-GAAP Adjusted EBITDA minus Capital Expenditures

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016 [2]	2017	2016 [2]
Net cash used in operating activities	$ (21,945)	$ (4,881)	$ (80,659)	$ (70,575)
Add back:				
Interest expense	6,699	5,726	18,617	17,062
Interest and other income, net	(253)	(130)	(687)	(379)
Benefit from income taxes	(16,660)	(18,235)	(53,713)	(46,290)
Changes in operating assets and liabilities	35,336	29,155	124,966	130,133
Other adjustments	(2,575)	(13,628)	(3,463)	(16,288)
Capital lease termination	—	—	8,098	—
Cash restructuring	2,445	—	5,330	—
Non-GAAP Adjusted EBITDA	3,047	(1,993)	18,489	13,663
Less:				
Purchases of property and equipment, including accrued amounts	(18,302)	(14,957)	(27,223)	(42,459)
Capitalized software and website development costs, including accrued amounts	(8,488)	(8,819)	(25,816)	(27,039)
Capex adjustments [1]	—	—	—	9,827
Non-GAAP Adjusted EBITDA minus capital expenditures	$ (23,743)	$ (25,769)	$ (34,550)	$ (46,008)

[1] In the second quarter of 2016, we acquired and immediately resold $9.8 million of printers.

[2] We reclassified an immaterial contingent consideration payment (to Groovebook Founders) in the first quarter of 2016 between operating and financing activities within the cash flow statement.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not have any undisclosed borrowings or debt and we have not entered into any synthetic leases. We are, therefore, not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate and Credit Risk. We have exposure to interest rate risk that relates primarily to our investment portfolio and our syndicated credit facility which provides (a) a five-year secured revolving loan facility in an aggregate principal amount of up to $200.0 million ("Revolving Loan Facility") and (b) a seven-year secured delayed draw term loan facility (“Term Loan”) in an aggregate principal amount of up to $300.0 million. We maintain our portfolio of cash equivalents and investments in a variety of agency bonds and corporate debt securities. All of our cash equivalents are carried at market value. We may draw funds from our syndicated credit facility under interest rates based on either the Federal Funds Rate or the Adjusted London Interbank Offered Rate (“LIBOR rate”). If these rates increase significantly, our costs to borrow these funds will also increase. As of September 30, 2017, we had not borrowed any funds under our Revolving Loan Facility or our Term Loan. However, on October 18, 2017, we fully drew $300.0 million on the Term Loan facility. We do not believe that a 10% change in interest rates would have a significant impact on our interest income and expense, operating results, or liquidity.

In August 2017, in order to mitigate future interest-rate risk, we entered into certain interest-rate swap agreements (“Swap Agreements”) with an aggregate notional amount of $150.0 million and an effective date of October 18, 2017. The Swap Agreements have the economic effect of modifying a portion of the variable interest-rate obligations associated with our Term Loan so that the interest payable on such portion of the Term Loan become fixed at a rate of 4.27% (refer to Note 7 and Note 12 of Notes to Consolidated Financial Statements for further details regarding the Term Loan and the Swap Agreements). Changes in the overall level of interest rates affect the fair value of the Swap Agreements that we recognize in our consolidated balance sheet. As of September 30, 2017, if LIBOR-based interest rates would have been higher by 100 basis points, the aggregate fair value of the Swap Agreements would have increased by approximately $6.9 million.

Market Risk and Market Interest Risk. In May 2013, we issued $300.0 million of 0.25% convertible senior notes due May 15, 2018. We carry this instrument at face value less unamortized discount on our balance sheet. Since this instrument bears interest at fixed rates, we have no financial statement risk associated with changes in interest rates. However, the fair value of these instruments fluctuates when interest rates change, and in the case of convertible notes, when the market price of our stock fluctuates.

Inflation. We do not believe that inflation has had a material effect on our current business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, for example, if the cost of our materials or the cost of shipping our products to customers were to incur substantial increases as a result of the rapid rise in the cost of oil, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Investment. The primary objective of our investment activities is to preserve principal while at the same time improving yields without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents and short-term and long-term investments in a variety of asset types, including bank deposits, money market funds, agency bonds and corporate debt securities. As of September 30, 2017, our investments totaled $56.7 million, which represented approximately 66% of our total investment portfolio.

ITEM 4. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, (“Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2017, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to the various legal proceedings and claims discussed below as well as certain other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. Although adverse decisions (or settlements) may occur in one or more of these proceedings, it is not possible to estimate the possible loss or losses from each of these proceedings. The final resolution of these proceedings, individually or in the aggregate, is not expected to have a material adverse effect on our business, financial position or results of operations. Cases that previously were disclosed may no longer be described because of rulings in the case, settlements, changes in our business or other developments rendering them, in our judgment, no longer material to our business, financial position or results of operations. No material legal proceeding was terminated during the third quarter of 2017.

The State of Delaware v. Shutterfly, Inc.

On May 1, 2014, the State of Delaware filed a complaint against us for alleged violations of the Delaware False Claims and Reporting Act, 6 Del C. § 1203(b)(2). The complaint asserts that we failed to report and remit to Delaware cash equal to the balances on unused gift cards under the Delaware Escheats Law, 12 Del. C. § 1101 et seq. We believe the suit is without merit.

Monroy v. Shutterfly, Inc.

On November 30 2016, Alejandro Monroy on behalf of himself and all others similarly situated, filed a complaint against us in the U.S. District Court for the Northern District of Illinois. The complaint asserts that we violated the Illinois Biometric Information Privacy Act by extracting his and others' biometric identifiers from photographs and seeks statutory damages and an injunction. We believe the suit is without merit and intend to vigorously defend against it.

In all cases, at each reporting period, we evaluate whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. In such cases, we accrue for the amount, or if a range, we accrue the low end of the range as a component of legal expense. We monitor developments in these legal matters that could affect the estimate we had previously accrued. There are no amounts accrued that we believe would be material to our financial position and results of operations.

ITEM 1A. RISK FACTORS

Risks Related to Our Business and Industry

Our net revenues, operating results and cash requirements are affected by the seasonal nature of our business.

Our business is highly seasonal, with a high proportion of our net revenues, net income and operating cash flows generated during the fourth quarter. For example, we generated approximately 50% of our net revenues in the fourth quarter during each of the last three years. In addition, we incur significant additional expenses in the period leading up to the fourth quarter holiday season including expenses related to the hiring and training of temporary workers to meet our seasonal needs, additional inventory and equipment purchases, and increased advertising. We face intense competition for seasonal and temporary workers. If we are unable to accurately forecast expense levels, our results of operations would likely be negatively impacted. Additionally, if we are unable to accurately forecast and respond to consumer demand for our products during the fourth quarter, our financial results, reputation and brands will suffer and the market price of our common stock would likely decline.

We also base our operating expense budgets on expected net revenue trends. A portion of our expenses, such as office, production facility, and various equipment leases and personnel costs, are largely fixed and are based on our expectations of our peak levels of operations. We may be unable to adjust spending quickly enough to offset any unexpected revenue shortfall. Accordingly, any shortfall in net revenues may cause significant variation in operating results in any quarter, particularly in the fourth quarter.

If our recently announced internal restructuring initiatives do not have the intended effects, we could experience increased volatility in our stock price and our results of operation could suffer.

In February 2017, we announced a series of internal restructuring initiatives that were substantially completed in the first nine months of 2017. These initiatives contemplated a number of things, including consolidation of our technical platforms and a reduction in our workforce in multiple locations. We expect these initiatives will allow us to gain technological, operating and financial efficiencies. By their nature, these initiatives will make it more difficult to predict our financial performance, which could cause increased volatility in our stock price. We could face challenges in retaining personnel and unexpected issues with our technical platform consolidation, and if these initiatives do not have the intended effects, our results of operations could suffer. In addition, we could face issues with the migration of customers from Tiny Prints, Wedding Paper Divas, and MyPublisher legacy websites to Shutterfly.com which could result in lower than expected revenue.

If we are unable to meet our production requirements, our net revenues and results of operations would be harmed.

We believe that we must continue to upgrade and expand our current production capability to meet our projected net revenue targets. Our capital expenditures were approximately 8%, 8% and 10% of total net revenues for the years ended December 31, 2016, 2015 and 2014, respectively. We anticipate that total capital expenditures for the year ending December 31, 2017 will be approximately 6% of 2017 net revenues. Operational difficulties, such as a significant interruption in the operations of our Fort Mill, South Carolina; Tempe, Arizona; or Shakopee, Minnesota production facilities, could delay production or shipment of our products. In addition, inclement weather, particularly heavy rain and snow could impair our production capabilities. Our inability to meet our production requirements, particularly in our peak season, could lead to customer dissatisfaction and damage our reputation and brands, which would result in reduced net revenues. Moreover, if the costs of meeting production requirements, including capital expenditures, were to exceed our expectations, our results of operations would be harmed.

In addition, at peak holiday seasons, and in particular during the fourth quarter, we face significant production risks, including the risk of obtaining sufficient qualified seasonal production personnel. A majority of our workforce during the fourth quarter of 2016 was seasonal, temporary personnel. We have had difficulties in the past finding and retaining a sufficient number of qualified seasonal employees, and our failure to find and retain qualified seasonal production personnel at any of our production facilities could harm our operations.

Uncertainties in general economic conditions and their impact on consumer spending patterns, particularly in the personalized products and photofinishing services categories, could adversely impact our operating results.

Our financial performance depends on general economic conditions in the United States and their impact on levels of consumer spending, particularly spending on personalized products and photofinishing services. Consumer revenue as a percentage of total revenue was 88% in 2016, 91% in 2015 and 95% in 2014. Some of the macroeconomic conditions that can adversely affect consumer spending levels in the United States include domestic and foreign stock market volatility and its effects on net worth, anticipated economic slowdowns in foreign economies, high consumer debt levels, uncertainty in real estate markets and home values, fluctuating energy and commodity costs, rising or higher than average interest rates, higher than usual unemployment rates, limited credit availability and general uncertainty about the future economic environment. If general economic conditions decline, customers or potential customers could delay, reduce or forego their purchases of our products and services, which are discretionary. Any decrease in the demand for our products and services could impact our business in a number of ways, including lower prices for our products and services and reduced sales. In addition, adverse economic conditions may lead to price increases by our suppliers or increase our operating expenses due to, among other factors, higher costs of labor, energy, equipment and facilities which could in turn lead to additional restructuring actions by us and associated expenses. We may not be able to pass these increased costs on to our customers due to the macroeconomic environment and the resulting increased expenses and/or reduced income could have a material adverse impact our operating results.

Competitive pricing pressures, particularly with respect to pricing and shipping, may harm our business and results of operations.

Demand for our products and services is sensitive to price, especially in times of slow or uncertain economic growth and consumer conservatism. Many factors can significantly impact our pricing strategies, including production and personnel costs, and ones outside of our control, such as consumer sentiment and our competitors' pricing and marketing strategies. If we fail to meet our customers' price expectations, we could lose customers, which would harm our business and results of operations.

Changes in our pricing strategies have had, and may continue to have, a significant impact on our net revenues and net income. From time to time, we have made changes to our pricing structure in order to remain competitive. Many of our products, including professionally-bound photo books, calendars, cards and stationery and other photo merchandise are also offered by our competitors. Many of our competitors discount those products at significant levels and as a result, we may be compelled to change our discounting strategy, which could impact our acquisition of new customers, average order value, net revenues, gross margin, and adjusted EBITDA and net income profitability measures. If in the future, due to competitor discounting or other marketing strategies, we significantly reduce our prices on our products without a corresponding increase in volume, it would negatively impact our net revenues and could adversely affect our gross margins and overall profitability.

We generate a significant portion of our net revenues from the fees we collect from shipping and handling of our products. For example, shipping and handling revenue for the Shutterfly brand website represented approximately 19% of our net revenues in 2016, 20% of our net revenues in 2015 and 16% in 2014. We offer discounted or free shipping, with a minimum purchase requirement, during promotional periods to attract and retain customers. If free shipping offers extend beyond a limited number of occasions, are not based upon a minimum purchase requirement or become commonplace, our net revenues and results of operations would be negatively impacted. In addition, we occasionally offer free or discounted products and services to attract and retain customers. In the future, if we increase these offers to respond to actions taken by our competitors, our results of operations may be harmed.

We face intense competition from a range of competitors and may be unsuccessful in competing against current and future competitors.

The digital photography products and services industry is intensely competitive, and we expect competition to increase in the future as current competitors improve their offerings, including developing, acquiring and expanding mobile and cloud-based offerings, and as new participants enter the market or as industry consolidation further develops. Competition may result in pricing pressures, reduced profit margins or loss of market share, any of which could substantially harm our business and results of operations. We face intense competition from a wide range of companies, including the following:

- Online digital photography services companies such as Snapfish, Vistaprint and many others;
- Social media companies that host and enable mobile access to and posting of images such as Facebook, Instagram, Twitter, Pinterest, Snap and Google+;
- Photo hosting websites that allow users to upload and share images at no cost such as Apple iCloud, Google Photos, Flickr and Amazon;
- “Big Box” retailers such as Wal-Mart, Costco, Sam’s Club, Target, and others that offer low cost digital photography products and services. In addition to providing low-cost competitive product offerings on their respective websites, these competitors provide in-store fulfillment and self-service kiosks for printing, and may, among other strategies, offer their customers heavily discounted in-store products and services that compete directly with our offerings;
- Drug stores such as Walgreens, CVS/pharmacy, and others that offer low-cost photography products and services as well as in-store pick-up from their photo website Internet orders;
- Traditional offline stationery companies such as PaperSource, Crane & Co. and Papyrus;
- Cloud-based storage services and file-syncing services such as Dropbox, Box, Everalbum, Amazon Photos, Google and iCloud;
- Specialized companies in the photo book and stationery business such as Hallmark, Cardstore by American Greetings, Minted, Invitations by Dawn, Picaboo, Blurb, Mixbook, Postable and Artifact Uprising;
- Photo-related software companies such as Apple, Microsoft, and Adobe;
- Online and offline Companies specializing in photo merchandise and personalized home décor such as Zazzle, CafePress, Art.Com, Canvas On Demand, Personalization Mall, Personal Creations, Things Remembered, Mark & Graham, CustomInk, Teespring and Etsy;
- Start-up mobile applications ("apps") including Chatbooks, Mixbook, Artifact Uprising, FreePrints and others;
- Providers of digital alternatives to our products, such as Paperless Post, Evite, Animoto, and PicCollage;
- Home printing service providers such as Hewlett-Packard and Epson that are seeking to expand their printer and ink businesses by gaining market share in the digital photography marketplace;
- Enterprise digital and print communications companies such as RR Donnelley and Sons Company, O'Neil Data Systems, Inc., Quad/Graphics, Inc. and Viatech Publishing Solutions, Inc.;
- Regional photography companies such as Ritz Camera that have established brands and customer bases in existing photography markets; and
- Camera and photographic supply companies that rent equipment nationwide both online and in brick-and-mortar stores such as LensRentals.com, LensProToGo, Cameralends, AbelCine and Adorama.

Many of our competitors have significantly longer operating histories, larger and broader customer bases, greater brand and name recognition, greater financial, research and development and distribution resources, and operate in more geographic areas than we do. Well-funded competitors may be better able to withstand economic downturns and periods of slow economic growth and the associated periods of reduced customer spending and increased pricing pressures. The numerous choices for digital photography services can cause confusion for consumers, and may cause them to select a competitor with greater name recognition. Some competitors are able to devote substantially more resources to website and systems development or to investments or partnerships with traditional and online competitors. Well-funded competitors, particularly new entrants, may choose to prioritize growing their market share and brand awareness instead of profitability. Competitors and new entrants in the digital photography products and services industry may develop new products, technologies or capabilities that could render obsolete or less competitive many of our products, services and content. We may be unable to compete successfully against current and future competitors, and competitive pressures could harm our business and prospects.

Our quarterly financial results may fluctuate, which may lead to volatility in our stock price.

Our future revenues and operating results may vary significantly from quarter to quarter due to a number of factors, many of which are difficult for us to predict and control. Factors that could cause our quarterly operating results to fluctuate include:

- demand for our products and services, including seasonal demand;
- our pricing and marketing strategies and those of our competitors;
- our ability to attract visitors to our websites and convert those visitors into customers;
- the potential impact of the current United States political climate on consumer spending;
- our ability to retain customers and encourage repeat purchases;
- the costs of customer acquisition;
- our ability to manage our production and fulfillment operations;
- the costs to produce our prints and photo-based products and merchandise and to provide our services;
- the costs of expanding or enhancing our technology or websites;
- a significant increase in returns and credits, beyond our estimated allowances, for customers who are not satisfied with our products;
- our ability to achieve the expected benefits of strategic partnerships or the loss of any such partnership;
- declines or disruptions to the travel industry;
- variations in weather, particularly heavy rain and snow which tend to depress travel and picture taking;
- the timing of holidays and the duration of the holiday shopping season;
- general economic conditions, including recession and slow economic growth in the U.S. and worldwide and higher inflation;
- our ability to address increased shipping delays caused by our third-party shippers' inability to handle the ever-increasing number of consumers ordering goods online, particularly during the holiday shopping season;
- volatility in our stock price, which may lead to higher stock-based compensation expense;
- consumer preferences for digital photography services;
- improvements to the quality, cost and convenience of desktop printing of digital pictures and products; and
- global and geopolitical events with indirect economic effects such as pandemic disease, hurricane and other natural disasters, war, threat of war or terrorist actions.

Based on the factors cited above, and in light of the seasonal nature of our business, we believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance. It is possible that in one or more future quarters, our operating results may be below the expectations of public market analysts and investors. In that event, the trading price of our common stock may decline.

We have incurred operating losses in the past and may not be able to sustain profitability in the future.

We have periodically experienced operating losses since our inception in 1999. In particular, we make investments in our business that generally result in operating losses in each of the first three quarters of our fiscal year. This typically has enabled us to generate the majority of our net revenue during the fourth quarter and to achieve profitability for the full fiscal year. If we are unable to produce our products and provide our services at commercially reasonable costs, if consumer demand decreases and revenues decline or if our expenses exceed our expectations, we may not be able to achieve, sustain or increase profitability on a quarterly or annual basis.

We face many risks, uncertainties, expenses and difficulties relating to increasing our market share and growing our business.

To address the risks and uncertainties of increasing our market share and growing our business, we must do the following:

- maintain and increase the size of our customer base;
- maintain and enhance our brands;
- enhance and expand our products and services;
- continue to develop and upgrade our technology and information processing systems;
- maintain and grow our websites and customer operations;
- successfully execute our business and marketing strategy;
- continue to enhance our service to meet the needs of a changing market;
- provide a high-quality customer experience, including superior customer service and timely product deliveries;

- respond to competitive developments; and
- attract, integrate, retain and motivate qualified personnel.

We may be unable to accomplish one or more of these requirements, which could cause our business to suffer. Accomplishing one or more of these requirements might be very expensive, which could harm our financial results.

Our sales to SBS customers can be unpredictable and a decrease in SBS revenue could adversely impact total net revenue.

SBS revenue as a percentage of total net revenue was 12% in 2016, 9% in 2015 and 5% in 2014. Our SBS revenue is highly concentrated in a small number of customers and the loss of, or reduction in volume from, one or more of our SBS customers could decrease SBS revenue and adversely impact our total net revenue. Our SBS customers also come from a variety of industries, often creating regulatory compliance issues for us as well as the need to maintain security for third-party data. These SBS customers also demand strict security requirements and specified service levels. If we fail to meet these service levels, we may not only lose an SBS customer but may have to pay punitive costs for such failures. As our SBS business grows, issues that impact our sales to SBS customers may have a negative impact on our total sales. Our core business is consumer focused and we have less experience managing sales to SBS customers and may not sell as successfully to SBS customers, who often have long sales cycles, long implementation periods and significant upfront costs. To compete effectively in the SBS market, we have in the past, and may in the future, be forced to offer significant discounts to large SBS customers at lower margins and/or reduce or withdraw from existing relationships with smaller SBS customers, which could negatively impact our net revenues and could adversely affect our gross margins and overall profitability.

If we are unable to adequately control the costs associated with operating our business, our results of operations will suffer.

The primary costs in operating our business are related to producing and shipping products, acquiring customers, compensating our personnel, acquiring equipment and technology, and leasing facilities. Controlling our business costs is challenging because many of the factors that impact these costs are beyond our control. For example, the costs to produce prints, such as the costs of photographic print paper, could increase due to a shortage of silver or an increase in worldwide energy, oil or fuel prices. In addition, we may become subject to increased costs by the third-party shippers that deliver our products to our customers, and we may be unable to pass along any increases in shipping costs to our customers. The costs of online advertising and keyword search could also increase significantly due to increased competition, which would increase our customer acquisition costs. If we are unable to keep the costs associated with operating our business aligned with the level of revenues that we generate, our results of operations would be adversely affected.

If we are not able to reliably meet our technology, data storage and management requirements, it may negatively impact customer satisfaction, revenue, costs and brand reputation.

As a part of our current business model, we offer our customers free unlimited online storage and sharing of images and, as a result, must store and manage many petabytes of data. This policy results in immense system requirements and substantial ongoing technological challenges, both of which are expected to continue to increase over time. We continuously evaluate our short and long-term data storage capacity requirements to enable adequate capacity and management for new and existing customers. We strive to predict the capacity requirements as tightly as possible as overestimating may negatively impact our capital needs and underestimating may impact the level and quality of service we provide to our customers, which could impact customer satisfaction, revenue, costs and brand reputation.

An increasing number of our customers are using smartphones, tablets and other mobile devices to order products and access services. If we are unable to develop mobile applications that are adopted by our customers or if we are unable to generate revenue from our mobile applications, our results of operations and business could be adversely affected.

The number of people who access information about our services and our website through mobile devices, including smartphones and handheld tablets or computers, has increased significantly in recent years and is expected to continue increasing. As part of our multichannel strategy, we are making technology investments in our websites and in September 2016, launched new mobile applications on iOS and Android. If customers do not adopt this new technology as expected, or if we are generally unable to make, improve, or develop relevant customer-facing technology in a timely manner, our ability to compete could be adversely affected and may result in the loss of market share, which could harm our results of operations. In addition, if our technology systems do not function as designed, we may experience a loss of confidence, data security breaches or lost sales, which could adversely affect our reputation and results of operations. As new mobile devices and platforms are released, it is difficult to predict the problems we may encounter in developing products for these alternative devices and platforms, and we may need to devote significant resources to the creation, support, and maintenance of such products. If we experience difficulties providing satisfactory access to our services via our mobile applications, such as, problems with our relationships with providers of mobile operating systems (e.g. Apple or Google and their application stores) our growth and customer acquisition and retention capabilities may be impaired. In addition, increased distribution costs of the applications may impact net revenue growth and negative reviews due to our software and user experience may damage our brand reputation and lead to customer churn.

Computer system capacity constraints and system failures could significantly degrade the quality of our services, such as access to our websites or mobile applications, and in-turn cause customer loss, damage to our reputation and negatively affect our net revenues.

Our business requires that we have adequate capacity in our computer systems to cope with the periodic high volume of visits to our websites and mobile applications. As our operations grow in size and scope, we continually need to improve and upgrade our computer systems, data storage, and network infrastructure to enable reliable access to our websites and mobile applications, in order to offer customers enhanced and new products, services, capacity, features and functionality. The expansion of our systems and infrastructure may require us to commit substantial financial, operational and technical resources before the volume of our business increases, with no assurance that our net revenues will increase to offset these additional expenses.

Portions of our infrastructure, especially our photos domain for Shutterfly Photos, have run on a public cloud service (Amazon Web Services, Inc. or "AWS") for several years. In the third quarter of 2017, Shutterfly added additional workloads to AWS thereby expanding the portions of our infrastructure run on a public cloud service, and we intend to continue to expand our use of AWS. Any disturbances in the AWS system may create unforeseen technical issues, which would negatively influence our business and reputation. Although we leverage the redundancy features available from our public cloud service provider, any outage to their infrastructure could adversely impact our site availability, potentially leading to poor customer experience and data loss.

Our ability to provide high-quality products and service depends on the efficient and uninterrupted operation of our computer and communications, data storage and network infrastructure systems. If our systems cannot be scaled in a timely manner to cope with increased website and mobile applications traffic, we could experience disruptions in service, slower response times, lower customer satisfaction, and delays in the introduction of new products and services. Any of these problems could harm our reputation and cause our net revenues to decline.

Full or partial outages to our websites, mobile applications, computer systems, print production processes or customer service operations could damage our brand reputation and substantially harm our business and results of operations.

The satisfactory performance, reliability and availability of our websites and mobile applications, information technology systems, printing production processes and customer service operations are critical to our service delivery, customer acquisition and retention and brand reputation growth. Any service interruptions that degrade the satisfactory use of our websites and mobile applications due to undetected bugs, design faults or poor scalability, may impact customer growth and retention, revenue and costs. These include (but are not limited to) our product creation experience, order fulfillment performance, customer service operations and security of our systems.

This risk is heightened in the fourth quarter, as we experience significantly increased traffic to our websites during the holiday season and significantly higher order volumes. Any interruption that occurs during such time would have a disproportionately negative impact on our results of operations than if it occurred during a different quarter. For example, during the fourth quarter of 2014, unusually high seasonal traffic combined with system misconfigurations arising from our data center migration resulted in some days when customers could not place orders from our Tiny Prints brand. Even after the issue was identified and corrected, many of those orders were not received by customers within the expected time frame. As a result, we refunded many of those orders which reduced net revenues, recognized excess costs related to expedited shipping upgrades, and increased customer service costs which negatively impacted our gross margins and our brand.

We depend in part on third parties to implement and maintain certain aspects of our Internet and communications infrastructure and printing systems. Therefore, many of the causes of system interruptions or interruptions in the production process may be outside of our control. As a result, we may not be able to remedy such interruptions in a timely manner, or at all. Our business interruption insurance policies do not address all potential causes of business interruptions that we may experience, and any proceeds we may receive from these policies in the event of a business interruption may not fully compensate us for the revenues we may lose.

Any failure by us to protect the confidential information of our customers and networks against security breaches and the risks associated with credit card fraud could damage our reputation and brands and substantially harm our business and results of operations.

A significant prerequisite to e-commerce and communications is the secure transmission of confidential information over public networks. Our failure to prevent security breaches could damage our reputation and brands and substantially harm our business and results of operations. For example, even though we do not store customer credit cards on our computer system and use third-party systems to clear transactions, in case of an outage to a third-party system, we will temporarily store and bill our customers' credit card accounts directly; orders are then shipped to a customer's address and customers log on using their e-mail address. We rely on encryption and authentication technologies licensed from third parties to affect the secure transmission of confidential information, including credit card numbers. Advances in computer capabilities, new discoveries in the field of cryptography, hacking or other developments may result in a compromise or breach of the technology used by us to protect customer transaction data. In addition, any party who is able to illicitly obtain a user's password could access the user's transaction data, personal information or stored images. Our expanded use of cloud-based services (such as AWS) could also increase the risk of security breaches as cyber-attacks on cloud environments are increasing to almost the same level as attacks on traditional information technology systems. For example, in 2014, we experienced a cyber-attack on our Tiny Prints, Treat and Wedding Paper Divas websites, which may have exposed the email addresses and encrypted passwords used by our customers to login to their accounts. We encrypt customer credit and debit card information, and we have no evidence that such information was compromised; however, any compromise of our security could damage our reputation and brands and expose us to a risk of loss or litigation and potential liability, which would substantially harm our business and results of operations. In addition, anyone who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. We may need to devote significant resources to protect against security breaches or to address problems caused by breaches.

In addition, contractors we hire as well as other employees have access to confidential information, including credit card data. Although we take steps to limit this access, this data could be compromised by these contractors or other employee personnel. Under current credit card practices, we are liable for fraudulent credit card transactions because we do not obtain a cardholder's signature. We do not currently carry insurance against this risk. To date, we have experienced minimal losses from credit card fraud, but we continue to face the risk of significant losses from this type of fraud. Our failure to adequately control fraudulent credit card transactions and use of confidential information would damage our reputation and brands, and substantially harm our business and result of operations.

If the third-party vendors who we depend upon to produce many of our products or those that deliver our product experience delays or interruptions in service, our customer experience will suffer, which would substantially harm our business, reputation and results of operations.

Our ability to provide a high-quality customer experience depends, in large part, on external factors over which we may have little or no control, including the reliability and performance of our suppliers, third-party product providers and shipping partners. For example, some of our products, such as select photo-based merchandise, are produced and shipped to customers by our third-party vendors, and we rely on these vendors to properly inspect and ship these products. In addition, we rely on third-party shippers, including the U.S. Postal Service and UPS to deliver our products to customers. Strikes, furloughs, reduced operations, increased shipping delays particularly during the holiday shopping season, or other service interruptions affecting these shippers could impair our ability to deliver merchandise on a timely basis. Our failure to provide customers with high-quality products in a timely manner for any reason could substantially harm our reputation and our efforts to develop trusted brands, which would substantially harm our business and results of operations.

If the facility where our computer and communications hardware is located fails or if any of our production facilities fail, our business and results of operations would be harmed and our reputation could be damaged.

Our ability to successfully receive and fulfill orders and to provide high-quality customer service depends in part on the efficient and uninterrupted operation of our computer and communications systems. The computer hardware necessary to operate our website is in Las Vegas, Nevada. We also have computer hardware located in our production facilities in Fort Mill, South Carolina; Shakopee, Minnesota; and Tempe, Arizona. In addition, we also use third-party public clouds for our system operation. Our systems and operations could suffer damage or interruption from human error, fire, flood, power loss, insufficient power availability, telecommunications failure, break-ins, hacking, distributed denial of service attacks, misuse by spammers, terrorist attacks, acts of war and similar events. In addition, our headquarters are located near a major fault line increasing our susceptibility to the risk that an earthquake could significantly harm our operations. We maintain business interruption insurance; however, this insurance may be insufficient to compensate us for losses that may occur, particularly from interruption due to an earthquake which is not covered under our current policy. We do not presently have redundant systems in multiple locations. In addition, the impact of any of these disasters on our business may be exacerbated by the fact that we are still in the process of developing our formal disaster recovery plan and we do not have a final plan in place.

In order to be successful, we must attract, engage, retain and integrate key employees and have adequate succession plans in place, and failure to do so could have an adverse effect on our ability to manage our business.

Our success depends, in large part, on our ability to identify, hire, integrate, retain and motivate qualified executives and other key employees throughout all areas of our business. Identifying, developing internally or hiring externally, training and retaining highly-skilled senior management, technical, marketing and production personnel are critical to our future, and competition for experienced employees can be intense. And, the current uncertainty around United States immigration rules could impact our ability to attract and retain qualified employees. We face significant competition for qualified personnel in all locations where we operate, including in the San Francisco Bay Area, where our headquarters are located. We may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing operational and managerial requirements, or we may be required to pay increased compensation in order to do so. Failure to successfully hire executives and key employees or the loss of any executives and key employees could have a significant impact on our operations. Further, a lack of management continuity could result in operational, technological, and administrative inefficiencies and added costs, which could adversely impact our results of operations and stock price and may make recruiting for future management positions more difficult.

Effective succession planning is also important to our long-term success. Failure to ensure effective transfer of knowledge and smooth transitions involving key employees and senior executives could hinder our strategic planning and execution.

In order to attract new personnel, we may need to grant inducement equity awards outside of our 2015 Equity Incentive Plan, which dilutes the ownership of our existing stockholders.

Since 2007, our board of directors has approved inducement equity awards outside of our 2006 Plan to select new employees upon hire and in connection with mergers and acquisitions without stockholder approval in accordance with NASDAQ Listing Rule 5635(c) for an aggregate of 3,338,561 shares of our common stock. In December 2015, we replaced the 2006 Plan with our 2015 Plan. We may continue making inducement equity awards outside of the 2015 Plan as we did with the 2006 Plan. The use of inducement equity awards may dilute the equity interest of our stockholders, which could in turn adversely affect prevailing market prices for our common stock.

In addition, we may issue equity securities to complete an acquisition, or for other reasons, which would dilute our existing stockholders' ownership, perhaps significantly depending on the terms of such acquisitions or other activities and could adversely affect the price of our common stock. To finance any future acquisitions, it may also be necessary for us to raise additional funds through public or private debt and equity financings. Additional funds may not be available on terms that are favorable to us, and, in the case of equity financings, would result in dilution to our stockholders. Also, the value of our stock may be insufficient to attract acquisition candidates.

If we are unable to acquire customers in a cost-effective manner, traffic to our websites would be reduced and our business and results of operations would be harmed.

Our success depends on our ability to attract customers in a cost-effective manner. We rely on a variety of methods to bring visitors to our websites and promote our products, including paying fees to third parties who drive new customers to our websites, purchasing search results from online search engines, e-mail and direct mail marketing campaigns. We pay providers of online services, search engines, social media, advertising networks, directories and other websites and e-commerce businesses to provide content, advertising/media and other links that direct customers to our websites. We also use e-mail and direct mail to attract customers, and we offer substantial pricing discounts and/or free products to encourage repeat purchases and trial orders. Our methods of attracting customers, including acquiring customer lists from third parties can involve substantial costs, regardless of whether we acquire new customers as a result of such purchases. Even if we are successful in acquiring and retaining customers, the cost involved in these efforts, and which has increased in recent years, impacts our results of operations. Customer lists are typically recorded as intangible assets and may be subject to impairment charges if the fair value of that list exceeds its carrying value. These potential impairment charges could harm our results from operations. If we are unable to enhance or maintain the methods we use to reach consumers, if the costs of acquiring customers using these methods significantly increase, or if we are unable to develop new cost-effective methods to obtain customers, our ability to attract new customers would be harmed, traffic to our websites may be reduced and our business and results of operations would be harmed.

If we were to become subject to e-mail blacklisting, traffic to our websites would be reduced and our business and results of operations would be harmed.

Various private entities attempt to regulate the use of e-mail for commercial solicitation. These entities often advocate standards of conduct or practice that significantly exceed current legal requirements and classify certain e-mail solicitations that comply with current legal requirements as unsolicited bulk e-mails, or “spam.” Some of these entities maintain blacklists of companies and individuals, and the websites, Internet service providers and Internet protocol addresses associated with those entities or individuals that do not adhere to what the blacklisting entity believes are appropriate standards of conduct or practices for commercial e-mail solicitations. If a company's Internet protocol addresses are listed by a blacklisting entity, e-mails sent from those addresses may be blocked if they are sent to any Internet domain or Internet address that subscribes to the blacklisting entity's service or purchases its blacklist. From time to time we are blacklisted, sometimes without our knowledge, which could impair our ability to market our products and services, communicate with our customers and otherwise operate our business. In addition, we have noted that unauthorized "spammers" utilize our domain name to solicit spam, which increases the frequency and likelihood that we may be blacklisted.

Our business and financial performance could be adversely affected by changes in search engine algorithms and dynamics, or search engine disintermediation.

We rely on Internet search engines such as Google, Yahoo! and Bing, including through the purchase of keywords related to photo-based products, to generate traffic to our websites. We obtain a significant amount of traffic via search engines and, therefore, utilize techniques such as search engine optimization and search engine marketing to improve our placement in relevant search queries. Search engines, including Google, Yahoo! and Bing, frequently update and change the logic that determines the placement and display of results of a user's search, such that the purchased or algorithmic placement of links to our websites can be negatively affected. Moreover, a search engine could, for competitive or other purposes, alter its search algorithms or results causing our websites to place lower in search query results. If a major search engine changes its algorithms in a manner that negatively affects our paid or unpaid search ranking, or if competitive dynamics impact the effectiveness of search engine optimization or search engine marketing in a negative manner, including but not limited to increased costs for desired search queries, our business and financial performance would be adversely affected, potentially to a material extent.

We may not succeed in promoting and strengthening our brands, which would prevent us from acquiring new customers and increasing net revenues.

A component of our business strategy is the continued promotion and strengthening of the Shutterfly, Tiny Prints, Groovebook and BorrowLenses brands. Due to the competitive nature of the digital photography products and services markets, if we are unable to successfully promote our brands, we may fail to attract new customers, increase the engagement of existing customers with our brands or substantially increase our net revenues. Customer awareness and the perceived value of our brands will depend largely on the success of our marketing efforts and our ability to provide a consistent, high-quality customer experience. To promote our brands, we have incurred, and will continue to incur, substantial expense related to advertising and other marketing efforts. The failure of our brand promotion activities could adversely affect our ability to attract new customers and maintain customer relationships, which would substantially harm our business and results of operations.

If we are unable to develop, market and sell new products and services that address additional market opportunities, our results of operations may suffer. In addition, we may need to expand beyond our current customer demographic to grow our business.

Although earlier in our history we have focused our business on consumer markets for silver halide prints, we have consistently evolved and broadened our offering to include other photo-based products, such as professionally-bound photo books, cards and stationery, calendars and other photo merchandise. We continually evaluate the demand for new products and services and the need to address trends in consumer demand and opportunities in the marketplace. For example, we have expanded in recent years into statement gifts and home décor, including wall art, ornaments and pillows, and video equipment rentals through the BorrowLenses brand. In the future, we may need to address additional markets and expand our customer demographic to grow our business. Our efforts to expand our existing services, create new products and services, address new market segments or develop a significantly broader customer base may not be successful. Any failure to address additional market opportunities could result in loss of market share, which would harm our business, financial condition and results of operations.

We currently outsource some of our off-line and on-line marketing, and some of our customer service activities to third parties, which exposes us to risks if these parties fail to perform under our agreements with them.

We currently outsource some of our off-line and on-line marketing, and some of our customer service activities to third parties. If these parties fail to perform in accordance with the terms of our agreements and if we are unable to secure another outsource partner in a timely manner, we would likely fail to meet customer expectations, which could result in negative publicity, damage our reputation and brands and harm our business and results of operations. In the fourth quarter of 2015, a third-party customer service provider experienced a disruption that affected our operations during peak times.

We currently depend on third-party suppliers for our photographic print paper, printing machines and other supplies, which expose us to risks if these suppliers fail to perform under our agreements with them.

We purchase photo-based and other product supplies from third parties. These parties could increase their prices, reallocate supply to others, including our competitors, or choose to terminate their relationship with us. If one of these third parties chooses not to renew their agreements or fails to perform in accordance with the terms of their agreements and we are not able to secure supplies and services from a different source in a timely manner, we could fail to meet customer expectations, which could damage our reputation and harm our business. This competition may influence their willingness to provide us with additional products or services. If we were required to switch vendors of machines for photo-based or other products, we may incur delays and incremental costs, which could harm our operating results.

Failure to comply with privacy laws and regulations and failure to adequately protect customer data could harm our business, damage our reputation and result in a loss of customers.

Federal, state and international laws and regulations may govern the collection, use, sharing and security of data that we receive from our customers. In addition, we have and post on our websites our own privacy policies and practices concerning the collection, use and disclosure of customer data. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any data-related consent orders, U.S. Federal Trade Commission requirements or other federal, state or international privacy-related laws and regulations could result in proceedings or actions against us by governmental entities or others, which could potentially harm our business. Further, failure or perceived failure to comply with our policies or applicable requirements related to the collection, use or security of personal information or other privacy-related matters could damage our reputation and result in a loss of customers.

Failure to adequately protect our intellectual property could substantially harm our business and results of operations.

We rely on a combination of patent, trademark, trade secret and copyright law and contractual restrictions to protect our intellectual property. These protective measures afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our website features and functionalities or to obtain and use information that we consider proprietary, such as the technology used to operate our websites, our production operations and our trademarks.

As of September 30, 2017, Shutterfly had 110 patents issued, and had more than 20 patent applications pending in the United States. We intend to pursue corresponding patent coverage in other countries to the extent we believe such coverage is appropriate and cost efficient. We cannot ensure that any of our pending applications will be granted. In addition, third parties have in the past and could in the future bring infringement, invalidity, co-inventorship or similar claims with respect to any of our currently issued patents or any patents that may be issued to us in the future. Any such claims, whether or not successful, could be extremely costly to defend, divert management’s time and attention, damage our reputation and brands and substantially harm our business and results of operations.

Our primary brands are “Shutterfly,” “Tiny Prints,” “Wedding Paper Divas,” and “BorrowLenses.” We hold applications and/or registrations for the Shutterfly, Tiny Prints, Wedding Paper Divas, BorrowLenses and Groovebook trademarks in our major markets of the United States and Canada as well as in the European Community. Our marks are critical components of our marketing programs. If we lose the ability to use these marks in any particular market, we could be forced to either incur significant additional marketing expenses within that market, or elect not to sell products in that market.

From time to time, third parties have adopted names similar to ours, applied to register trademarks similar to ours, and we believe have infringed or misappropriated our intellectual property rights and impeded our ability to build brand identity, possibly leading to customer confusion. In addition, we have been and may continue to be subject to potential trade name or trademark infringement claims brought by owners of marks that are similar to Shutterfly, Tiny Prints, Wedding Paper Divas, BorrowLenses, or one of our other marks.

We respond on a case-by-case basis and where appropriate may send cease and desist letters or commence opposition actions and litigation. However, we cannot ensure that the steps we have taken to protect our intellectual property rights are adequate, that our intellectual property rights can be successfully defended and asserted in the future or that third parties will not infringe upon or misappropriate any such rights. In addition, our trademark rights and related registrations may be challenged in the future and could be canceled or narrowed. Failure to protect our trademark rights could prevent us in the future from challenging third parties who use names and logos similar to our trademarks, which may in turn cause consumer confusion or negatively affect consumers' perception of our brands, products, and services. Any claims or consumer confusion related to our marks could damage our reputation and brands and substantially harm our business and results of operations.

If we become involved in intellectual property litigation or other proceedings related to a determination of rights, we could incur substantial costs, expenses or liability, lose our exclusive rights or be required to stop certain of our business activities.

From time to time, we have received, and likely will continue to receive, communications from third parties inviting us to license their patents or accusing us of infringement. There can be no assurance that a third party will not take further action, such as filing a patent infringement lawsuit, including a request for injunctive relief to bar the manufacture and sale of our products and services in the United States or elsewhere. We may also choose to defend ourselves by initiating litigation or administrative proceedings to clarify or seek a declaration of our rights. Additionally, from time to time, we have to defend against infringement of our intellectual property by bringing suit against other parties. As competition in our market grows, the possibility of patent infringement claims against us or litigation we will initiate increases.

The cost to us of any litigation or other proceeding relating to intellectual property rights, whether or not initiated by us and even if resolved in our favor, could be substantial, and the litigation would divert our management's efforts from growing our business. Some of our competitors may be able to sustain the costs of complex intellectual property litigation more effectively than we can because they have substantially greater resources. Uncertainties resulting from the initiation and continuation of any litigation could limit our ability to continue our operations.

Alternatively, we may be required to, or decide to, enter into a license with a third party. Any future license required under any other party's patents may not be made available on commercially acceptable terms, if at all. In addition, such licenses are likely to be non-exclusive and, therefore, our competitors may have access to the same technology licensed to us. If we fail to obtain a required license and are unable to design around a patent, we may be unable to effectively conduct certain of our business activities, which could limit our ability to generate revenues and harm our results of operations and possibly prevent us from generating revenues sufficient to sustain our operations.

Government regulation of the Internet and e-commerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business and results of operations.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the Internet and e-commerce. Existing and future laws and regulations may impede the growth of the Internet or other online services. These regulations and laws may cover taxation, restrictions on imports and exports, customs, tariffs, user privacy, data protection, rights of publicity and rights of privacy, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services, broadband residential Internet access and the characteristics and quality of products and services. It is not clear how existing laws governing issues such as property use and ownership, sales and other taxes, fraud, libel and personal privacy and the rights of publicity apply to the Internet and e-commerce as the vast majority of these laws were adopted prior to the advent of the Internet and do not contemplate or address the unique issues raised by the Internet or e-commerce. Those laws that do reference the Internet continue to be interpreted by the courts and their applicability and reach are therefore uncertain. For example, and without limitation:

- The Digital Millennium Copyright Act ("DMCA") is intended, in part, to limit the liability of eligible online service providers for including (or for listing or linking to third-party websites that include) materials that infringe copyrights or other rights of others. Portions of the Communications Decency Act ("CDA") are intended to provide statutory protections to online service providers who distribute third-party content. We rely on the protections provided by both the DMCA and CDA in conducting our business. Any changes in these laws or judicial interpretations narrowing their protections will subject us to greater risk of liability and may increase our costs of compliance with these regulations or limit our ability to operate certain lines of business.

- The Children's Online Protection Act and the Children's Online Privacy Protection Act are intended to restrict the distribution of certain materials deemed harmful to children and impose additional restrictions on the ability of online services to collect user information from minors. In addition, the Protection of Children from Sexual Predators Act of 1998 requires online service providers to report evidence of violations of federal child pornography laws under certain circumstances.

- The Credit Card Accountability, Responsibility and Disclosure Act ("CARD Act") is intended to protect consumers from unfair credit card billing practices and adds new regulations on the use of gift cards, limiting our ability to expire them. Several states are attempting to pass new laws regulating the use of gift cards and amending state escheatment laws to try to pass new laws regulating the use of gift cards and amending state escheatment laws to try and obtain unused gift card balances.

- The Restore Online Shoppers' Confidence Act ("ROSCA") prohibits and prevents Internet-based post-transaction third-party sales and imposes specific requirements on negative option features.

- The Illinois Biometric Information Privacy Act ("IBIPA") regulates the collection, use, safeguarding, and storage of "biometric identifiers" or "biometric information" by private entities. While the statute specifically excludes photographs from its scope, to date there has been no dispositive judicial interpretation of that language.

The costs of compliance with these and other regulations may increase in the future as a result of changes in the regulations or the interpretation of them. Further, any failures on our part to comply with these regulations may subject us to significant liabilities. Those current and future laws and regulations or unfavorable resolution of these issues may substantially harm our business and results of operations.

Legislation regarding copyright protection or content review could impose complex and costly constraints on our business model.

Although our websites' terms of use specifically require customers to represent that they have the right and authority to provide and submit to us and to reproduce the content they provide and submit and that the content is in full compliance with all relevant laws and regulations and does not infringe on any third-party intellectual property or other proprietary rights or rights of publicity or rights of privacy, we do not have the ability to determine the accuracy of these representations on a case-by-case basis. There is a risk that a customer may supply an image or other content that is the property of another party used without permission, that infringes the copyright or trademark of another party or another party's right of privacy or right of publicity, or that would be considered to be defamatory, pornographic, hateful, racist, scandalous, obscene or otherwise offensive, objectionable or illegal under the laws or court decisions of the jurisdiction where that customer lives. There is, therefore, a risk that customers may intentionally or inadvertently order and receive products from us that are in violation of the rights of another party or a law or regulation of a particular jurisdiction. If we should become legally obligated in the future to perform manual screening and review for all orders destined for a jurisdiction, we will encounter increased production costs or may cease accepting orders for shipment to that jurisdiction which could substantially harm our business and results of operations.

Our practice of offering free products and services could be subject to judicial or regulatory challenge.

We regularly offer free products or free shipping as an inducement for customers to try our products. Although we believe that we conspicuously and clearly communicate all details and conditions of these offers, for example, that customers are required to pay shipping, handling and/or processing charges to take advantage of the free product offer, we have been and in the future may be subject to claims from individuals or governmental regulators that our free offers are misleading or do not comply with applicable legislation. These claims may be expensive to defend and could divert management's time and attention. If we become subject to such claims in the future, or are required or elect to curtail or eliminate our use of free offers, our business and results of operations may be harmed.

We may be subject to product liability claims if people or property are harmed by the products we sell.

Some of the products we sell may expose us to product liability claims relating to issues such as personal injury, death, or property damage, and may require product recalls or other actions. Any claims, litigation, or recalls relating to product liability could be costly to us and damage our brands and reputation.

The failure of our suppliers and manufacturing fulfillers to use legal and ethical business practices could negatively impact our business.

We source the raw materials for the products we sell from an expanding number of suppliers in an increasing number of jurisdictions worldwide, and we contract with third-party manufacturers to fulfill customer orders. Although we require our suppliers and fulfillers to operate in compliance with all applicable laws, including those regarding corruption, working conditions, employment practices, safety and health, and environmental compliance, we cannot control their business practices, and we may not be able to adequately vet, monitor, and audit our many suppliers and fulfillers (or their suppliers) throughout the world. If any of them violates labor, environmental, or other laws or implements business practices that are regarded as unethical, our reputation could be severely damaged, and our supply chain and order fulfillment process could be interrupted, which could harm our sales and results of operations.

We are subject to safety, health, and environmental laws and regulations, which could result in liabilities, cost increases or restrictions on our operations.

We are subject to a variety of safety, health and environmental laws and regulations in each of the jurisdictions in which we operate. These laws and regulations govern, among other things, air emissions, wastewater discharges, the storage, handling and disposal of hazardous and other regulated substances and wastes, soil and groundwater contamination and employee health and safety. We use regulated substances such as inks and solvents, and generate air emissions and other discharges at our manufacturing facilities, and some of our facilities are required to hold environmental permits. If we fail to comply with existing safety, health and environmental laws and regulations, or new, more stringent safety, health and environmental laws and regulations applicable to us are imposed, we may be subject to monetary fines, civil or criminal sanctions, third-party claims, or the limitation or suspension of our operations. In addition, if we are found to be responsible for hazardous substances at any location (including, for example, offsite waste disposal facilities or facilities at which we formerly operated), we may be responsible for the cost of cleaning up contamination, regardless of fault, as well as to claims for harm to health or property or for natural resource damages arising out of contamination or exposure to hazardous substances.

The success of our business depends on our ability to adapt to the continued evolution of digital photography.

The digital photography market is rapidly evolving, characterized by changing technologies, intense price competition, additional competitors, evolving industry standards, frequent new service and platform announcements and changing consumer demands and behaviors. To the extent that consumer adoption of digital photography does not continue to grow as expected, our revenue growth would likely suffer. Moreover, we face significant risks that, if the market for digital photography evolves in ways that we are not able to address due to changing technologies or consumer behaviors, pricing pressures, or otherwise, our current products and services may become less attractive, which would result in the loss of customers, as well as lower net revenues and/or increased expenses.

Purchasers of digital photography products and services may not choose to shop or rent online, which would harm our net revenues and results of operations.

The online market for digital photography products and services, including photographic and video equipment rentals, is less developed than the online market for other consumer products. Our success will depend in part on our ability to attract customers who historically have used traditional retail photography services or who have produced photographs and other products using self-service alternatives, such as printing at home. Furthermore, we may have to incur significantly higher and more sustained advertising and promotional expenditures or reduce the prices of our products and services in order to attract additional online consumers to our websites and convert them into purchasing customers. Specific factors that could prevent prospective customers from purchasing from us include:

- the inability to physically handle and examine product samples;
- delivery time associated with Internet orders;
- costs associated with shipping and handling;
- concerns about the security of online transactions and the privacy of personal information;
- delayed shipments or shipments of incorrect or damaged products; and
- inconvenience associated with returning or exchanging purchased items.

If purchasers of digital photography products and services do not choose to shop or rent online, our net revenues and results of operations would be harmed.

If our internal controls are not effective or our third-party software systems that we use to assist us in the calculation and reporting of financial data have errors, there may be errors in our financial information that could require a restatement or delay our SEC filings, and investors may lose confidence in our reported financial information, which could lead to a decline in our stock price.

It is possible that we may discover significant deficiencies or material weaknesses in our internal control over financial reporting in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could cause us to fail to meet our periodic reporting obligations, or result in material misstatements in our financial information. We use numerous third-party licensed software packages, most notably our equity software and our SBS resource planning software, which are complex and fully integrated into our financial reporting. Such third-party software may contain errors that we may not identify in a timely manner. If those errors are not identified and addressed timely, our financial reporting may not be in compliance with generally accepted accounting principles. Any such delays, errors or restatements could cause investors to lose confidence in our reported financial information and lead to a decline in our stock price.

Maintaining and improving our financial controls and the requirements of being a public company may strain our resources and divert management's attention.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 and the rules and regulations of The NASDAQ Stock Market. In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 contains various provisions applicable to the corporate governance functions of public companies. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will likely continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and effective internal control over financial reporting. Significant resources and management oversight are required to design, document, test, implement and monitor internal control over relevant processes and to remediate any deficiencies. As a result, management's attention may be diverted from other business concerns, which could harm our business, financial condition and results of operations. These efforts also involve substantial accounting related costs. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on The NASDAQ Global Select Market.

Our effective tax rate may be subject to fluctuation from federal and state audits, policy changes and stock-based compensation activity.

Tax audits by taxing agencies for the open tax years could lead to fluctuations in our effective tax rate because the taxing authority may disagree with certain assumptions we have made regarding appropriate credits and deductions in filing our tax returns.

Our effective tax rate is subject to fluctuations under current tax regulations as a result of stock-based compensation activity. This activity includes items such as windfalls and shortfalls associated with the vesting of restricted stock units and restricted stock awards, disqualifying dispositions when employees exercise and sell their incentive stock options within a two year period, and cancellation of vested non-qualified stock options.

We may undertake acquisitions to expand our business, which may pose risks to our business and dilute the ownership of our existing stockholders.

A key component of our business strategy includes strengthening our competitive position and refining the customer experience on our websites and mobile applications through internal development. However, from time to time, we may selectively pursue acquisitions of complementary businesses, such as our 2014 acquisition of selected assets of Dot Copy, Inc. ("Groovebook"). The identification of suitable acquisition candidates can be time-consuming and expensive, and we may not be able to successfully complete identified acquisitions. Furthermore, even if we successfully complete an acquisition, we may not achieve the anticipated benefits and synergies we expect due to a number of factors including the loss of management focus on and the diversion of resources from existing businesses; difficulty retaining key personnel of the acquired company; cultural challenges associated with integrating employees from an acquired company into our organization; difficulty integrating acquired technologies into our existing systems; entry into a business or market with which we have historically had little experience; difficulty integrating data systems; the need to implement or remediate the controls, procedures or policies of the acquired company; and increased risk of litigation. Failure to achieve the anticipated benefits of such acquisitions or the incurrence of debt, contingent liabilities, amortization expenses, or write-offs of goodwill in connection with such acquisitions could harm our operating results.

International expansion would require management attention and resources and may be unsuccessful, which could harm our future business development and existing domestic operations.

To date, we have conducted limited international operations, but may in the future decide to expand into international markets in order to grow our business. These expansion plans will require significant management attention and resources and may be unsuccessful. We have limited experience adapting our products to conform to local cultures, standards and policies. We may have to compete with established local or regional companies which understand the local market better than we do. In addition, to achieve satisfactory performance for consumers in international locations it may be necessary to locate physical facilities, such as production facilities, in the foreign market. We do not have experience establishing, acquiring or operating such facilities overseas. We may not be successful in expanding into any international markets or in generating revenues from foreign operations. In addition, different privacy, censorship and liability standards and regulations and different intellectual property laws in foreign countries may result in additional expenses, diversion of resources, including the attention of our management team.

Risks Related to Our Common Stock

Our stock price may be volatile or may decline regardless of our operating performance.

The market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control. In particular, the stock market as a whole recently has experienced extreme price and volume fluctuations that have affected the market price of many technology companies in ways that may have been unrelated to those companies' operating performance. Factors that could cause our stock price to fluctuate include:

- slow economic growth, and market conditions or trends in our industry or the macro-economy as a whole;
- worldwide economic and market trends and conditions;
- price and volume fluctuations in the overall stock market;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- the financial projections we may provide to the public, any changes in those projections or our failure to meet those projections;
- the potential impact of the current United States political climate on consumer spending;
- the loss of key personnel;
- changes in financial estimates by any securities analysts who follow our company, our failure to meet these estimates or failure of those analysts to initiate or maintain coverage of our stock;
- ratings downgrades by any securities analysts who follow our company;
- business disruptions and costs related to shareholder activism;
- the public's response to our press releases or other public announcements, including our filings with the SEC;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, acquisitions or capital commitments;
- introduction of technologies or product enhancements that reduce the need for our products;
- lawsuits threatened or filed against us;
- future sales of our common stock by our executive officers, directors and significant stockholders; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

Provisions of our restated certificate of incorporation and restated bylaws and Delaware law may deter third parties from acquiring us.

Our restated certificate of incorporation and restated bylaws contain provisions that may make the acquisition of our company more difficult without the approval of our board of directors, including the following:

- our board is classified into three classes of directors, each with staggered three-year terms;
- only our chairman, our president and chief executive officer or a majority of our board of directors are authorized to call a special meeting of stockholders;
- our stockholders may take action only at a meeting of stockholders and not by written consent;
- vacancies on our board of directors may be filled only by our board of directors and not by stockholders;
- our certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued without stockholder approval; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, which, subject to some exceptions, prohibits "business combinations" between a Delaware corporation and an "interested stockholder," which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation's voting stock, for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control that our stockholders might consider to be in their best interests.

Our stock repurchase program could affect the price of our common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our common stock.

In April of 2017, our board of directors approved an increase to the share repurchase program of up to $140.0 million in addition to amounts remaining. Through September 30, 2017, we have repurchased $503.2 million in stock under our total authorized amount of $646.0 million. The timing and actual number of shares repurchased will depend on a variety of factors including the timing of open trading windows, price, corporate and regulatory requirements, an assessment by management and our board of directors of cash availability and other market conditions. The stock repurchase program may be suspended or discontinued at any time without prior notice. Repurchases pursuant to our stock repurchase program could affect the price of our common stock and increase its volatility. The existence of our stock repurchase program could also cause the price of our common stock to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our common stock. Additionally, repurchases under our stock repurchase program will diminish our cash reserves, which could impact our ability to further develop our technology, access and/or retrofit additional facilities and service our indebtedness. There can be no assurance that any stock repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price. Although our stock repurchase program is intended to enhance long-term stockholder value, short-term stock price fluctuations could reduce the program's effectiveness.

We do not intend to pay dividends on our common stock for the foreseeable future.

We have never declared or paid cash dividends on our common stock. In addition, we must comply with the covenants in our credit facilities if we want to pay cash dividends. We currently intend to retain our future earnings, if any, to finance the further development and expansion of our business and do not intend to pay cash dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend upon our financial condition, results of operations, capital requirements, restrictions contained in current or future financing instruments and such other factors as our board of directors deems relevant.

Risks Related to Our 0.25% Senior Convertible Senior Notes Due in 2018 (the "Notes")

Although the notes are referred to as convertible senior notes, they are effectively subordinated to any of our secured debt and any liabilities of our subsidiaries.

The notes will rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the notes; equal in right of payment to any of our liabilities that are not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our subsidiaries. In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure debt ranking senior in right of payment to the notes will be available to pay obligations on the notes only after the secured debt has been repaid in full from these assets, and the assets of our subsidiaries will be available to pay obligations on the notes only after all claims senior to the notes (including any amounts drawn under our credit facility) have been repaid in full. There may not be sufficient assets remaining to pay amounts due on any or all of the notes then outstanding. The indenture governing the notes does not prohibit us from incurring additional senior debt or secured debt, nor does it prohibit any of our subsidiaries from incurring additional liabilities.

Recent and future regulatory actions and other events may adversely affect the trading price and liquidity of the notes.

We expect that many investors in, and potential purchasers of, the notes will employ, or seek to employ, a convertible arbitrage strategy with respect to the notes. Investors would typically implement such a strategy by selling short the common stock underlying the notes and dynamically adjusting their short position while continuing to hold the notes. Investors may also implement this type of strategy by entering into swaps on our common stock in lieu of or in addition to short selling the common stock. The Securities and Exchange Commission ("SEC") and other regulatory and self-regulatory authorities have implemented various rules and taken certain actions, and may in the future adopt additional rules and take other actions, that may impact those engaging in short selling activity involving equity securities (including our common stock). Such rules and actions include Rule 201 of SEC Regulation SHO, the adoption by the Financial Industry Regulatory Authority, Inc. and the national securities exchanges of a "Limit Up-Limit Down" program, the imposition of market-wide circuit breakers that halt trading of securities for certain periods following specific market declines, and the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Any governmental or regulatory action that restricts the ability of investors in, or potential purchasers of, the notes to effect short sales of our common stock or enter into swaps on our common stock could adversely affect the trading price and the liquidity of the notes.

In addition, if investors and potential purchasers seeking to employ a convertible arbitrage strategy are unable to borrow or enter into swaps on our common stock, in each case on commercially reasonable terms, the trading price and liquidity of the notes may be adversely affected.

Volatility in the market price and trading volume of our common stock could adversely impact the trading price of the notes.

The stock market in recent years has experienced significant price and volume fluctuations that have often been unrelated to the operating performance of companies. The market price of our common stock could fluctuate significantly for many reasons, including in response to the risks described in this section, or for reasons unrelated to our operations, such as reports by industry analysts, investor perceptions or negative announcements by our customers, competitors or suppliers regarding their own performance, as well as industry conditions and general financial, economic and political instability. A decrease in the market price of our common stock would likely adversely impact the trading price of the notes. The price of our common stock could also be affected by possible sales of our common stock by investors who view the notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that we expect to develop involving our common stock. This trading activity could, in turn, affect the trading prices of the notes.

We may still incur substantially more debt or take other actions which would intensify the risks discussed above.

We and our subsidiaries may be able to incur substantial additional debt in the future, subject to the restrictions contained in our debt instruments, some of which may be secured debt. We will not be restricted under the terms of the indenture governing the notes from incurring additional debt, securing existing or future debt, recapitalizing our debt or taking a number of other actions that are not limited by the terms of the indenture governing the notes that could have the effect of diminishing our ability to make payments on the notes when due. Our existing credit facility restricts our ability to incur additional indebtedness, including secured indebtedness, but if the facility matures or is repaid, we may not be subject to such restrictions under the terms of any subsequent indebtedness.

We may not have the ability to raise the funds necessary to settle conversions of our notes in cash or to repurchase the notes upon a fundamental change, and our current debt contains, and our future debt may contain, limitations on our ability to pay cash on conversion or repurchase the notes.

Holders of the notes have the right to require us to repurchase their notes upon the occurrence of a fundamental change at a repurchase price equal to 100% of their principal amount, plus accrued and unpaid interest, if any. In addition, upon conversion of the notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of notes surrendered therefor or notes being converted.

In addition, our ability to repurchase the notes and settle conversions in cash is limited by our credit facility and may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase notes at a time when the repurchase is required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under the credit facility agreements governing our future indebtedness. Moreover, the occurrence of a fundamental change under the indenture would constitute an event of default under our credit facility. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or to pay cash upon conversion of the notes.

The conditional conversion feature of the notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the notes is triggered, holders of notes will be entitled to convert the notes at any time during specified periods at their option. If one or more holders elect to convert their notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for convertible debt securities that may be settled in cash, such as the notes, could have a material effect on our reported financial results.

In May 2008, the Financial Accounting Standards Board, which we refer to as FASB, issued FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as Accounting Standards Codification 470-20, Debt with Conversion and Other Options, which we refer to as ASC 470-20. Under ASC 470-20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the notes is that the equity component is required to be included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet and the value of the equity component would be treated as original issue discount for purposes of accounting for the debt component of the notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the notes to their face amount over the term of the notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include both the current period's amortization of the debt discount and the instrument's coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the notes. In addition, under certain circumstances, convertible debt instruments (such as the notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that any shares issuable upon conversion of the notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the notes, then our diluted earnings per share would be adversely affected.

Future sales of our common stock in the public market could lower the market price for our common stock and adversely impact the trading price of the notes.

In the future, we may sell additional shares of our common stock to raise capital. In addition, a substantial number of shares of our common stock is reserved for issuance upon the exercise of stock options, the vesting of restricted stock units and other equity awards pursuant to our employee benefit plans, upon conversion of the notes, and in relation to the convertible note hedge and warrant transactions entered into in connection with the pricing of the notes. We cannot predict the size of future issuances or the effect, if any, that they may have on the market price for our common stock. The issuance and sale of substantial amounts of common stock, or the perception that such issuances and sales may occur, could adversely affect the trading price of the notes and the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities.

Holders of notes will not be entitled to any rights with respect to our common stock, but they will be subject to all changes made with respect to them to the extent our conversion obligation includes shares of our common stock.

Holders of notes will not be entitled to any rights with respect to our common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock) prior to the conversion date relating to such notes (if we elect to settle the relevant conversion by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share)) or the last trading day of the relevant observation period (if we elect to pay and deliver, as the case may be, a combination of cash and shares of our common stock in respect of the relevant conversion), but holders of notes will be subject to all changes affecting our common stock. For example, if an amendment is proposed to our certificate of incorporation or bylaws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to the conversion date related to a holder's conversion of its notes (if we have elected to settle the relevant conversion by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share)) or the last trading day of the relevant observation period (if we elect to pay and deliver, as the case may be, a combination of cash and shares of our common stock in respect of the relevant conversion), such holder will not be entitled to vote on the amendment, although such holder will nevertheless be subject to any changes affecting our common stock.

The conditional conversion feature of the notes could result in holders receiving less than the value of our common stock into which the notes would otherwise be convertible.

Holders of notes may convert their notes only if specified conditions are met. If the specific conditions for conversion are not met, holders will not be able to convert their notes, and may not be able to receive the value of the cash, common stock or a combination of cash and common stock, as applicable, into which the notes would otherwise be convertible.

Upon conversion of the notes, holders may receive less valuable consideration than expected because the value of our common stock may decline after holders exercise their conversion rights but before we settle our conversion obligation.

Under the notes, a converting holder will be exposed to fluctuations in the value of our common stock during the period from the date such holder surrenders notes for conversion until the date we settle our conversion obligation. Upon conversion of the notes, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock. If we elect to satisfy our conversion obligation in cash or a combination of cash and shares of our common stock, the amount of consideration that holders will receive upon conversion of their notes will be determined by reference to the volume weighted average prices of our common stock for each trading day in a 30 trading-day observation period. Accordingly, if the price of our common stock decreases during such observation period, the amount and/or value of consideration holders receive will be adversely affected. In addition, if the market price of our common stock at the end of such period is below the average of the volume weighted average price of our common stock during such period, the value of any shares of our common stock that holders will receive in satisfaction of our conversion obligation will be less than the value used to determine the number of shares that holders will receive.

If we elect to satisfy our conversion obligation solely in shares of our common stock upon conversion of the notes, we will be required to deliver the shares of our common stock, together with cash for any fractional share, three business days after the relevant conversion date. Accordingly, if the price of our common stock decreases during this period, the value of the shares that holders receive will be adversely affected and would be less than the conversion value of the notes on the conversion date.

The notes are not protected by restrictive covenants.

The indenture governing the notes does not contain any financial or operating covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries. The indenture contains no covenants or other provisions to afford protection to holders of the notes in the event of a fundamental change or other corporate transaction involving us except under limited circumstances.

The increase in the conversion rate for notes converted in connection with a make-whole fundamental change may not adequately compensate holders for any lost value of their notes as a result of such transaction.

If a make-whole fundamental change occurs prior to the maturity date, under certain circumstances, we will increase the conversion rate by a number of additional shares of our common stock for notes converted in connection with such make-whole fundamental change. The increase in the conversion rate will be determined based on the date on which the specified corporate transaction becomes effective and the price paid (or deemed to be paid) per share of our common stock in such transaction. The increase in the conversion rate for notes converted in connection with a make-whole fundamental change may not adequately compensate holders for any lost value of their notes as a result of such transaction. Our obligation to increase the conversion rate for notes converted in connection with a make-whole fundamental change could be considered a penalty, in which case the enforceability thereof would be subject to general principles of reasonableness and equitable remedies.

The conversion rate of the notes may not be adjusted for all dilutive events.

The conversion rate of the notes is subject to adjustment for certain events, including, but not limited to, the issuance of certain stock dividends on our common stock, the issuance of certain rights or warrants, subdivisions, combinations, distributions of capital stock, indebtedness, or assets, cash dividends and certain issuer tender or exchange offers. However, the conversion rate will not be adjusted for other events, such as a third-party tender or exchange offer or an issuance of common stock for cash that may adversely affect the trading price of the notes or our common stock. An event that adversely affects the value of the notes may occur, and that event may not result in an adjustment to the conversion rate.

Provisions in the indenture for the notes may deter or prevent a business combination that may be favorable to holders of the notes.

If a fundamental change occurs prior to the maturity date of the notes, holders of the notes will have the right, at their option, to require us to repurchase all or a portion of their notes. In addition, if a make-whole fundamental change occurs prior to the maturity date of the notes, we will in some cases be required to increase the conversion rate for a holder that elects to convert its notes in connection with such fundamental change. Furthermore, the indenture for the notes prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the notes. These and other provisions in the indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to holders of the notes.

Some significant restructuring transactions may not constitute a fundamental change, in which case we would not be obligated to offer to repurchase the notes.

Upon the occurrence of a fundamental change, holders have the right to require us to repurchase their notes. However, the fundamental change provisions will not afford protection to holders of notes in the event of other transactions that could adversely affect the notes. For example, transactions such as leveraged recapitalizations, refinancings, restructurings, or acquisitions initiated by us may not constitute a fundamental change requiring us to repurchase the notes. In the event of any such transaction, the holders would not have the right to require us to repurchase the notes, even though each of these transactions could increase the amount of our indebtedness, or otherwise adversely affect our capital structure or any credit ratings, thereby adversely affecting the holders of notes.

We have not registered the notes or the common stock issuable upon conversion, if any, which will limit holders' ability to resell them.

The notes and the shares of common stock issuable upon conversion of the notes, if any, have not been registered under the Securities Act of 1933, as amended, or the Securities Act, or any state securities laws. Unless the notes and any shares of common stock issuable upon conversion of the notes have been registered, they may not be transferred or resold except in a transaction exempt from or not subject to the registration requirements of the Securities Act and applicable state securities laws. We do not intend to file a registration statement for the resale of the notes and the common stock, if any, into which the notes are convertible.

An active trading market may not develop for the notes.

Prior to our issuance of the notes, there had been no trading market for the notes. We do not intend to apply to list the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. The liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for this type of security and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. As a result, we cannot assure holders that an active trading market will develop for the notes. If an active trading market does not develop or is not maintained, the market price and liquidity of the notes may be adversely affected. In that case holders may not be able to sell their notes at a particular time or holders may not be able to sell their notes at a favorable price.

Any adverse rating of the notes may cause their trading price to fall.

We do not intend to seek a rating on the notes. However, if a rating service were to rate the notes and if such rating service were to lower its rating on the notes below the rating initially assigned to the notes or otherwise announces its intention to put the notes on credit watch, the trading price of the notes could decline.

Holders of the notes may be subject to tax if we make or fail to make certain adjustments to the conversion rate of the notes even though such holders do not receive a corresponding cash distribution.

The conversion rate of the notes will be adjusted in certain circumstances. Under Section 305(c) of the Internal Revenue Code of 1986, or the Code, adjustments (or failures to make adjustments) that have the effect of increasing the holders' proportionate interest in our assets or earnings may in some circumstances result in a deemed distribution to the holders. Certain of the conversion rate adjustments with respect to the notes (including, without limitation, adjustments in respect of taxable dividends to holders of our common stock) will result in deemed distributions to the holders of notes even though they have not received any cash or property as a result of such adjustments. In addition, an adjustment to the conversion rate in connection with a make-whole fundamental change may be treated as a deemed distribution. Any deemed distributions will be taxable as a dividend, return of capital, or capital gain. If holders are a “non-U.S. holder” under the Code any deemed dividend may be subject to U.S. withholding tax at a 30% rate or such lower rate as may be specified by an applicable tax treaty, which may be set off against subsequent payments on the notes (or in certain circumstances, on the common stock). Under proposed regulations relating to certain “dividend equivalent” payments, an adjustment to the conversion rate of the notes as a result of a dividend on our common stock may be subject to withholding tax at a different time or in a different amount than the withholding tax otherwise imposed on dividends and constructive dividends.

The convertible note hedge and warrant transactions may affect the value of the notes and our common stock.

In connection with the pricing of the notes, we entered into convertible note hedge transactions with Morgan Stanley & Co. International plc, Credit Suisse International, Citibank, N.A., and Bank of America, N.A., or the option counterparties. We also entered into warrant transactions with the option counterparties pursuant to which we will sell warrants for the purchase of our common stock. The convertible note hedge transactions are expected generally to reduce the potential dilution upon any conversion of notes and/or offset any cash payments we are required to make in excess of the principal amount upon conversion of the notes. The warrant transactions could separately have a dilutive effect to the extent that the market price per share of our common stock exceeds the strike price of the warrants. However, subject to certain conditions, we may elect to settle the warrant transactions in cash.

The option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so during any observation period related to a conversion of notes or following any repurchase of notes by us on any fundamental change repurchase date or otherwise). This activity could also cause or avoid an increase or a decrease in the market price of our common stock or the notes, which could affect holders' ability to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of notes, it could affect the amount and value of the consideration that holders will receive upon conversion of the notes.

In addition, if any such convertible note hedge and warrant transactions fail to become effective, the option counterparties may unwind their hedge positions with respect to our common stock, which could adversely affect the value of our common stock and the value of the notes. The potential effect, if any, of these transactions and activities on the market price of our common stock or the notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our common stock and the value of the notes (and as a result, the value of the consideration, the amount of cash and/or the number of shares, if any, that holders would receive upon the conversion of the notes) and, under certain circumstances, holders' ability to convert the notes. The convertible note hedge transactions and the warrant transactions are separate transactions (in each case entered into between us and the option counterparties), are not part of the terms of the notes and will not affect the holders' rights under the notes. Holders of the notes will not have any rights with respect to the convertible note hedge transactions or the warrant transactions.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of the notes or our common stock. In addition, we do not make any representation that the option counterparties will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We are subject to counterparty risk with respect to the convertible note hedge transactions.

The option counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the convertible note hedge transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Recent global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings, with a claim equal to our exposure at that time under our transactions with that option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the option counterparties.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

On April 18, 2017, the Company's Board of Directors approved an increase to repurchase up to $140.0 million in addition to amounts authorized to date. As of September 30, 2017, approximately $142.8 million remained available for stock repurchases pursuant to our stock repurchase program. The following table provides information about our repurchase of shares of our common stock during the third quarter of the fiscal year 2017:

Period (1)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased Under Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans Or Programs (in thousands) (2) (3)
July 1, 2017 to July 31, 2017	464,302	$47.14	464,302	$150,902
August 1, 2017 to August 31, 2017	168,020	48.29	168,020	142,787
September 1, 2017 to September 30, 2017	—	—	—	142,787
	632,322	$47.44	632,322	$142,787

(1) All shares were purchased pursuant to the publicly announced share repurchase program described in footnote 2 below. Shares are reported in a period based on the settlement date of the applicable repurchase. All repurchased shares of common stock have been retired.

(2) On November 1, 2012, we announced a share repurchase program authorized by our Board of Directors and approved by our Audit Committee to repurchase up to $60.0 million of our common stock. On February 6, 2014, our Board of Directors approved an increase to the share repurchase program to allow for repurchases of up to an additional $100.0 million of shares in addition to any amounts repurchased as of the approval date. On February 9, 2015, our Board of Directors approved an increase to the share repurchase program to allow for repurchases of up to an additional $300 million of shares in addition to any amounts repurchased as of the approval date. On April 21, 2016, our Board of Directors approved an increase to the share repurchase program to allow for repurchases of up to an additional $100.0 million of shares in addition to any amounts repurchased as of the approval date.

(3) On April 18, 2017, the Company's Board of Directors approved an increase to repurchase up to $140.0 million in addition to amounts authorized to date. The share repurchase authorization, which is effective immediately, permits the Company to effect repurchases for cash from time to time through open market, privately negotiated or other transactions, including pursuant to trading plans established in accordance with Rules 10b5-1 and 10b-18 of the Securities Exchange Act of 1934, as amended, or by a combination of such methods. The share repurchase program is subject to prevailing market conditions and other considerations; does not require Shutterfly to repurchase any dollar amount or number of shares; and may be suspended or discontinued at any time.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

Not applicable

ITEM 6. EXHIBITS

Exhibit Number	Description
10.01	Credit Agreement, dated as of August 17, 2017, by and among Shutterfly, Inc., the Lenders (as defined therein) and Morgan Stanley Senior Funding, Inc. (incorporated by reference to Exhibit 10.01 to Shutterfly's Current Report Form 8-K filed on August 17, 2017).
31.01	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a).
31.02	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a).
32.01	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).*
32.02	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 and Securities Exchange Act Rule 13a-14(b).*
101	The following materials from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Income/(Loss), (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements, tagged at Level I through IV.

* This certification is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that Shutterfly specifically incorporates it by reference.

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 thereunto duly authorized.

SHUTTERFLY, INC.
(Registrant)

Dated: October 31, 2017	By:	/s/ Christopher North Christopher North President and Chief Executive Officer (Principal Executive Officer)
Dated: October 31, 2017	By:	/s/ Michael Pope Michael Pope Senior Vice President and Chief Financial Officer (Principal Financial Officer)

INDEX TO EXHIBITS

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Exhibit 31.01

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) or 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher North, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Shutterfly, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:	October 31, 2017	By:	/s/ Christopher North
			Christopher North
			President and Chief Executive Officer

Exhibit 31.02

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) or 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Pope, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Shutterfly, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date:	October 31, 2017	By:	/s/ Michael Pope
			Michael Pope
			Senior Vice President and Chief Financial Officer
			(Principal Financial Officer)

Exhibit 32.01

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Christopher North, the President and Chief Executive Officer of Shutterfly, Inc. (the "Company"), pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certifies that:

(i) the Quarterly Report on Form 10-Q for the period ended September 30, 2017 of the Company (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date:	October 31, 2017	By:	/s/ Christopher North
			Christopher North
			President and Chief Executive Officer

Exhibit 32.02

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, Michael Pope, Senior Vice President and Chief Financial Officer of Shutterfly, Inc. (the "Company"), pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certifies that:

(i) the Quarterly Report on Form 10-Q for the period ended September 30, 2017 of the Company (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date:	October 31, 2017	By:	/s/ Michael Pope
			Michael Pope
			Senior Vice President and Chief Financial Officer
			(Principal Financial Officer)