

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Shutterfly, Inc.

(Exact Name of Registrant as Specified in Its Charter)

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

**94-3330068
(I.R.S. Employer
Identification No.)**

**2800 Bridge Parkway, Suite 101
Redwood City, California 94065**

(Address of Principal Executive Offices)

**1999 Stock Plan
2006 Equity Incentive Plan**

(Full Title of the Plans)

**Jeffrey T. Housebold
President and Chief Executive Officer
c/o Shutterfly, Inc.
2800 Bridge Parkway, Suite 101
Redwood City, California 94065**

(Name and Address of Agent For Service)

Copies to:

**Gordon K. Davidson, Esq.
Dan A. Dorosin, Esq.
Robert A. Freedman, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value	1,451,351(2)	\$ 15.00(3)	\$ 21,770,265(3)	\$2,329.42
Common Stock, \$0.001 par value	4,965,814(4)	\$ 7.11(5)	\$ 35,306,938(5)	\$3,777.84
Total	6,417,165	\$ 8.89	\$ 57,077,203	\$6,107.26

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 1999 Stock Plan and 2006 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents shares available for grant, but not yet granted as of the date of this registration statement, under the 1999 Stock Plan and 2006 Equity Incentive Plan.
- (3) Estimated pursuant to Rule 457(h), under the Securities Act, based on the initial public offering price of the Registrant's common stock as set forth in the Registrant's prospectus filed with the Securities and Exchange Commission (the "Commission") on September 29, 2006 pursuant to Rule 424(b) under the Securities Act.

- (4) Represents shares subject to options outstanding as of the date of this Registration Statement.
 - (5) Represents the weighted average exercise price (rounded to the nearest cent) for such outstanding options pursuant to Rule 457(h) under the Securities Act. The offering price is estimated solely for purposes of calculating the registration fee.
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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's prospectus filed on September 29, 2006 pursuant to Rule 424(b) under the Securities Act relating to the registration statement on Form S-1 (File No. 333-135426); and
- (b) The description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A filed on September 19, 2006 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act.

As permitted by the Delaware General Corporation Law, the Registrant's restated certificate of incorporation, to become effective upon the completion of the Registrant's initial public offering of its common stock, includes a provision that eliminates the personal liability of its directors for monetary damages resulting from breach of fiduciary duty as a director, except for liability:

- for any breach of the director's duty of loyalty to the Registrant or its stockholders,
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- under section 174 of the Delaware General Corporation Law regarding unlawful dividends and stock purchases, or
- for any transaction from which the director derived an improper personal benefit.

As permitted by the Delaware General Corporation Law, the Registrant's restated bylaws, to become effective upon the completion of the Registrant's initial public offering of its common stock, provide that:

- the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions,

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- the Registrant may indemnify its other employees and agents as set forth in the Delaware General Corporation Law,
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions, and
- the rights conferred in the bylaws are not exclusive.

The Registrant has entered into indemnification agreements with its directors and officers to provide such directors and officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant’s restated certificate of incorporation and restated bylaws and to provide additional procedural protections. At present, there is no pending litigation or proceeding involving a director, officer or employee of the Registrant regarding which indemnification is sought.

The indemnification provision in the Registrant’s restated certificate of incorporation, restated bylaws and the indemnification agreements entered into or to be entered into between the Registrant and each of its directors and officers may be sufficiently broad to permit indemnification of the Registrant’s directors and officers for liabilities arising under the Securities Act.

The Registrant has directors’ and officers’ liability insurance for securities matters.

See also the undertakings set out in response to Item 9 hereof.

Reference is made to the following documents filed as exhibits (under the exhibit number set forth below) to the Registrant’s Registration Statement on Form S-1 (File No. 333-135426) (the “Form S-1”) regarding relevant indemnification provisions described above and elsewhere in the Form S-1:

Exhibit Document	Number
Form of Underwriting Agreement	1.01
Form of Restated Certificate of Incorporation of the Registrant	3.03
Form of Amended and Restated Bylaws of the Registrant	3.05
Fifth Amended and Restated Investors’ Rights Agreement dated November 11, 2005	4.02
Form of Indemnity Agreement	10.01

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

(a) The following exhibits are filed herewith:

Number	Exhibit Title
4.01	Form of Restated Certificate of Incorporation of the Registrant (Incorporated herein by reference to Exhibit 3.03 of Form S-1).
4.02	Form of Amended and Restated Bylaws of the Registrant (Incorporated herein by reference to Exhibit 3.05 of Form S-1).
4.03	Form of Registrant’s common stock certificate (Incorporated herein by reference to Exhibit 4.01 of Form S-1).
4.04	Fifth Amended and Restated Investors’ Rights Agreement, dated November 11, 2005 (Incorporated herein by reference to Exhibit 4.02 of Form S-1).

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<u>Number</u>	<u>Exhibit Title</u>
4.05	1999 Stock Plan and forms of stock option agreement and stock option exercise agreement (Incorporated herein by reference to Exhibit 10.02 of Form S-1).
4.06	2006 Equity Incentive Plan and forms of stock option agreement and stock option exercise agreement, restricted stock agreement, restricted stock unit agreement, stock appreciation right agreement and stock bonus agreement (Incorporated herein by reference to Exhibit 10.03 of Form S-1).
5.01	Opinion of Fenwick & West LLP regarding legality of the securities being registered.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of Independent Registered Public Accounting Firm.
24.01	Power of Attorney (see page 5 of this registration statement).

Item 9. Undertakings.

a. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

b. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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c. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on this 29th day of September 2006.

SHUTTERFLY, INC.

By: /s/ Jeffrey T. Housenbold
Jeffrey T. Housenbold
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Jeffrey T. Housenbold and Stephen E. Recht, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done with respect to this Registration Statement, including post-effective amendments, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ Jeffrey T. Housenbold</u> Jeffrey T. Housenbold	President, Chief Executive Officer and Director	September 29, 2006
Principal Financial Officer and Principal Accounting Officer:		
<u>/s/ Stephen E. Recht</u> Stephen E. Recht	Chief Financial Officer	September 29, 2006
Additional Directors:		
<u>/s/ James H. Clark</u> James H. Clark	Chairman of the Board of Directors	September 29, 2006
<u>/s/ Patricia A. House</u> Patricia A. House	Director	September 29, 2006
<u>/s/ Eric J. Keller</u> Eric J. Keller	Director	September 29, 2006
<u>/s/ Nancy J. Schoendorf</u> Nancy J. Schoendorf	Director	September 29, 2006
<u>/s/ James N. White</u> James N. White	Director	September 29, 2006

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23.02	Consent of Independent Registered Public Accounting Firm.
24.01	Power of Attorney (see page 5 of this registration statement).

September 29, 2006

Shutterfly, Inc.
2800 Bridge Parkway, Suite 101
Redwood City, California 94065

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Shutterfly, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about September 29, 2006, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 6,417,165 shares of the Company's Common Stock (the "**Stock**") subject to issuance by the Company upon the exercise of (a) stock options to be granted under the Company's 2006 Equity Incentive Plan (the "**2006 Plan**") and (b) stock options granted under the Company's 1999 Stock Plan, which plan will be terminated and under which no further options will be granted (the "**1999 Plan**"). The plans referred to in clauses (a) and (b) above are collectively referred to in this letter as the "**Plans**"). In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following.

- (1) the Company's Restated Certificate of Incorporation filed with the Delaware Secretary of State on November 10, 2005, as amended by the Company's Certificates of Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on June 20, 2006 and September 5, 2006, as further amended by the Company's Restated Certificate of Incorporation, to be filed with the Delaware Secretary of State immediately following the effectiveness of the Registration Statement with the Commission.
 - (2) the Company's Amended and Restated Bylaws, to be effective immediately following the effectiveness of the Registration Statement with the Commission.
 - (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference, including the capital plans.
 - (4) the prospectus prepared in connection with the Registration Statement (the "**Prospectus**").
 - (5) the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in the Company's minute books that are in our possession.
 - (6) the stock records for the Company that the Company has provided to us (consisting of a certificate from the Company of even date herewith verifying the number of the Company's issued and outstanding shares of capital stock as of the
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date hereof and a list of option and warrant holders respecting the Company's capital and of any rights to purchase capital stock that was prepared by the Company and dated September 29, 2006 verifying the number of such issued and outstanding securities).

- (7) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "*Management Certificate*").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same and the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us. We have also assumed that the certificates representing the Stock have been, or will be when issued, properly signed by authorized officers of the Company or their agents.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Management Certificate. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and of the Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, that the registration will apply to such shares of Stock and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such shares of Stock.

Based upon the foregoing, it is our opinion that the 6,417,165 shares of Stock that may be issued and sold by the Company upon the exercise of stock options granted under the 1999 Plan or to be granted under the 2006 Plan, when issued, sold and delivered in accordance with the applicable plan to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and the relevant Prospectus will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is intended solely for use

September 29, 2006

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in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ **FENWICK & WEST LLP**
FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-8 of our reports dated June 27, 2006 with respect to the financial statements and financial statement schedule of Shutterfly, Inc. included in its Registration Statement Form S-1 (No. 333-135426) filed with the Securities and Exchange Commission.

/s/ PricewaterhouseCoopers LLP
San Jose, California
September 27, 2006