

Shutterstock, Inc.
Form DEF 14A
April 28, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SHUTTERSTOCK, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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Shutterstock, Inc.

**350 Fifth Avenue, 21st Floor
New York, New York 10118**

April 28, 2014

Dear Stockholder:

You are cordially invited to attend Shutterstock, Inc.'s 2014 Annual Meeting of Stockholders to be held at the offices of Shutterstock, Inc. at 350 Fifth Avenue, New York, New York 10118, on Thursday, June 12, 2014 at 10:00 a.m. (Eastern Daylight Time).

The Secretary's formal notice of the meeting and the Proxy Statement appear on the following pages and describe the matters to be acted upon at the Annual Meeting. You also will have the opportunity to hear what has happened in our business in the past year.

We hope that you can join us. However, whether or not you plan to be there, please vote your shares as soon as possible so that your vote will be counted.

Sincerely,

/s/ JONATHAN ORINGER
Jonathan Oringer
Chairman of the Board

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Shutterstock, Inc.

350 Fifth Avenue, 21st Floor

New York, New York 10118

April 28, 2014

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
AND PROXY STATEMENT**

Shutterstock, Inc. will hold its Annual Meeting of Stockholders at its offices, located at 350 Fifth Avenue, New York, New York 10118, on Thursday, June 12, 2014 at 10:00 a.m. (Eastern Daylight Time).

This Annual Meeting is being held for the following purposes:

to elect two directors to serve until the 2017 Annual Meeting of Stockholders;

to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014; and

to transact any other business that properly comes before the Annual Meeting.

The Board of Directors has selected April 17, 2014 as the record date for determining stockholders entitled to vote at the Annual Meeting. A list of stockholders as of that date will be available for inspection during ordinary business hours at our principal executive offices at 350 Fifth Avenue, 21st Floor, New York, New York 10118 for ten days before the Annual Meeting.

Except for those stockholders that have already requested printed copies of our proxy materials, we are furnishing our proxy materials for this Annual Meeting to you through the Internet. On or about April 30, 2014, we intend to mail a Notice of Internet Availability of Proxy Materials (the "Notice") to stockholders of record on the record date. If you received a Notice by mail, you will not receive a printed copy of the proxy materials, unless you specifically request one. Instead, the Notice instructs you on how to access and review all of the important information contained in our Proxy Statement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (which we posted on the Internet on February 28, 2014), as well as how to submit your proxy over the Internet. We believe that mailing the Notice and posting other materials on the Internet allow us to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. If you received the Notice and would still like to receive a printed copy of our proxy materials, you may request a printed copy of the proxy materials by any of the following methods: through the Internet at www.proxyvote.com; by telephone at 1-800-579-1639; or by sending an e-mail to sendmaterial@proxyvote.com.

Whether or not you plan to attend the Annual Meeting, please vote your shares as soon as possible in accordance with the instructions provided to you, to ensure that your vote is counted at the Annual Meeting.

By Order of the Board of Directors,

/s/ TIMOTHY E. BIXBY

Timothy E. Bixby

Secretary

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GENERAL INFORMATION

Q: Who is soliciting my proxy?

A: The Board of Directors (the "Board") of Shutterstock, Inc. ("we," "us" or the "Company") is sending you this Proxy Statement in connection with the Board's solicitation of proxies for use at the 2014 Annual Meeting of Stockholders or any adjournment or postponement thereof (the "Annual Meeting"). Certain of our directors, officers and employees also may solicit proxies on the Board's behalf by mail, telephone, email, fax or in person.

Q: Who is paying for this solicitation?

A: We will pay for the solicitation of proxies. Our directors, officers and employees will not receive additional remuneration. We will reimburse banks, brokers, custodians, nominees and fiduciaries for their reasonable charges and expenses to forward our proxy materials to the beneficial owners of our common stock.

Q: What am I voting on?

A: You will be voting on two proposals. Proposal One is for the election of Jeff Epstein and Jonathan Miller to the Board for three-year terms ending at the 2017 Annual Meeting of Stockholders.

Proposal Two is for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014.

Q: Who can vote?

A: Only our stockholders of record at the close of business on April 17, 2014 may vote. Each share of common stock outstanding on that date is entitled to one vote on all matters to come before the meeting.

Q: Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

A: Pursuant to rules adopted by the Securities and Exchange Commission (the "SEC"), we have elected to provide access to our proxy materials consisting of the Notice of Annual Meeting, this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, as filed with the SEC on February 28, 2014, over the Internet. Therefore, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our stockholders. Starting on the date of distribution of the Notice, all stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request printed copies may be found in the Notice. If you request printed versions of the proxy materials by mail, the materials will also include a proxy card or other voting instruction form.

Q: Can I receive proxy materials for future Annual Meetings by email rather than receiving a paper copy of the Notice?

A: The Notice provides you with instructions regarding how to request that we send our proxy materials to you by email. If you choose to receive proxy materials by email, next year you will receive an email with instructions on how to view those materials and vote before the next Annual Meeting. Your choice to obtain documents by email will remain in effect until you notify us otherwise. Delivering future notices by email will help us further reduce the cost and environmental impact of our stockholder meetings.

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Q: What is the difference between a stockholder of record and a "street name" holder?

A: If your shares are registered directly in your name with American Stock Transfer & Trust Company, our stock transfer agent, you are considered the stockholder of record for those shares.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of the shares, and your shares are said to be held in "street name." Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank or other nominee how to vote their shares using the method described under "How do I vote and how do I revoke my proxy?" below.

Q: How do I vote and how do I revoke my proxy?

A: If you hold your shares in your own name as a stockholder of record, you may vote your shares either in person at the meeting or by proxy. To vote in person, please bring a form of identification, such as a valid driver's license or passport, and proof that you are a stockholder as of April 17, 2014, and we will give you a ballot when you arrive. To vote by proxy, please vote in one of the following ways:

Via the Internet. You may vote through the Internet at www.proxyvote.com by following the instructions provided in the Notice.

By Telephone. If you received your proxy materials or request printed copies by mail, stockholders located in the United States may vote by calling the toll-free number found on the proxy card.

By Mail. If you received your proxy materials or request printed copies by mail, you may vote by mail by marking, dating, signing and mailing the proxy card in the envelope provided.

Voting by proxy will not affect your right to vote your shares if you attend the Annual Meeting and want to vote in person by voting in person you automatically revoke your proxy. You also may revoke your proxy at any time before the applicable voting deadline by giving our Secretary written notice of your revocation, by submitting a later-dated proxy card or by voting again using the telephone or Internet (your latest telephone or Internet proxy is the one that will be counted).

If you vote by proxy, the individuals named as proxyholders will vote your shares as you instruct. If you vote your shares over the telephone, you must select a voting option ("For" or "Withhold" (for directors), and "For," "Against" or "Abstain" (for Proposal Two)) in order for your proxy to be counted on that matter. If you validly vote your shares over the Internet or by mail but do not provide any voting instructions, the individuals named as proxyholders will vote your shares **FOR** the election of the nominees for director and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014.

If your shares are registered in street name, you must vote your shares in the manner prescribed by your broker, bank, or other nominee. In most instances, you can do this over the telephone or Internet, or if you have received or request a hard copy of the proxy statement and accompanying voting instruction form, you may mark, sign, date and mail your voting instruction form in the envelope your bank or broker provides. The Notice that was mailed to you has specific instructions for how to submit your vote and the deadline for doing so. If you would like to revoke your proxy, you must follow the bank, broker, or other nominee's instructions on how to do so. If you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the bank, broker or other nominee holding your shares.

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Q: What is the deadline for submitting a proxy?

A: Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day. In order to be counted, proxies submitted by telephone or the Internet must be received by 11:59 p.m. Eastern Time on June 11, 2014. Proxies submitted by mail must be received prior to the start of the Annual Meeting.

Q: What constitutes a quorum?

A: On the record date, we had 35,197,284 shares of common stock, \$0.01 par value per share, outstanding. Voting can take place at the Annual Meeting only if stockholders owning a majority of the issued and outstanding stock entitled to vote at the Annual Meeting are present in person or represented by proxy.

Q: What are abstentions and broker non-votes and how do they affect voting?

A: *Abstentions* If you specify that you wish to "abstain" from voting on an item, your shares will not be voted on that particular item. Abstentions are counted toward establishing a quorum and included in the shares entitled to vote on Proposal Two. On Proposal Two, abstentions have the effect of a vote against the proposal.

Broker Non-Votes Under the New York Stock Exchange ("NYSE") rules, if your broker holds your shares in its name and does not receive voting instructions from you, your broker has discretion to vote these shares on certain "routine" matters, including the ratification of the appointment of the independent registered public accounting firm. However, on non-routine matters such as the election of directors, your broker must receive voting instructions from you, as it does not have discretionary voting power for that particular item. So long as the broker has discretion to vote on at least one proposal, these "broker non-votes" are counted toward establishing a quorum. When voted on "routine" matters, broker non-votes are counted toward determining the outcome of that "routine" matter.

Q: What vote is needed?

A: For Proposal One, the election of directors, the two nominees receiving the highest number of votes of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal One will be elected as directors. As a result, if you withhold your authority to vote for any nominee, your vote will not affect the outcome of the election. In no case may stockholders cumulate votes for the election of directors.

For Proposal Two, an affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal Two is required to approve the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

Q: What happens if a director receives a plurality, but not a majority, of votes cast at the Annual Meeting?

A: In an uncontested election, if a nominee for director who is an incumbent director is elected by a plurality of the votes cast but does not receive the vote of at least the majority of the votes cast (*i.e.*, the number of shares voted "for" a director's election does not exceed 50% of the total number of votes cast with respect to that director's election, including votes to withhold authority), the director is deemed elected.

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Q: May I propose actions for consideration at next year's Annual Meeting of stockholders or nominate individuals to serve as directors?

A: You may present proposals for action at a future meeting or submit nominations for election of directors only if you comply with the requirements of the proxy rules established by the SEC and our amended and restated bylaws, as applicable. In order for a stockholder proposal to be included in our proxy statement and form of proxy relating to the meeting for our 2015 Annual Meeting of Stockholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the proposal must be received by us no later than December 29, 2014. In addition, under our amended and restated bylaws, any proposal for consideration at our Annual Meeting of stockholders to be held in 2015 submitted by a stockholder other than pursuant to Rule 14a-8 will be considered timely if it is received by Shutterstock's Secretary at our principal executive offices between the close of business on February 12, 2015 and the close of business on March 14, 2015, and is otherwise in compliance with the requirements set forth in our amended and restated bylaws. If the date of the 2015 Annual Meeting is more than 30 days before or after such anniversary date, notice by the stockholder must be received not later than the close of business on the later of the ninetieth (90th) day prior to such Annual Meeting or the tenth (10th) day following the date on which public announcement of the date of the 2015 Annual Meeting is first made by Shutterstock. Our amended and restated bylaws require that certain information and acknowledgments with respect to the proposal or the nominee, applicable, and the stockholder making the proposal or the nomination be set forth in the notice. With regards to nominations for director for our 2015 Annual Meeting of Stockholders, the notice must include all information about the nominee that must be disclosed in proxy solicitations pursuant to Regulation 14A under the Exchange Act (including the nominee's written consent to being named as a nominee and serving as a director) and a description of all material monetary agreements during the past three years and any other material relationships, between such stockholder and a beneficial owner on whose behalf the nomination is made and their affiliates and associates, or others acting in concert, on the one hand, and each proposed nominee, and his/her affiliates and associates, or others acting in concert, on the other hand, including all information that would be required to be disclosed pursuant to Rule 404 under Regulation S-K if the stockholder were a "registrant," all as described in our amended and restated bylaws. The notice must also include certain additional information about and representations by the stockholder and/or the beneficial owner, all as detailed in our amended and restated bylaws. Our amended and restated bylaws have been publicly filed with the SEC and can also be found on our website at www.shutterstock.com in the Corporate Governance section of our investor relations webpage.

Q: Can I vote on other matters?

A: We do not expect any matters other than those listed in this Proxy Statement to come before the Annual Meeting. If any other matter is presented, your proxy gives the individuals named as proxyholders the authority to vote your shares to the extent authorized by Rule 14a-4(c) under the Exchange Act, which includes matters that the proxyholders did not know were to be presented at the Annual Meeting.

Q: How does the Board select nominees for the Board?

A: The Nominating and Corporate Governance Committee will consider potential candidates for directors submitted by stockholders, in addition to those suggested by other Board members and members of our management. The Nominating and Corporate Governance Committee considers and evaluates each properly submitted potential candidate for director in an effort to achieve a balance of skills and characteristics on the Board, as well as to ensure that the composition of the Board at all times adheres to the independence requirements applicable to NYSE-listed companies

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and other regulatory requirements applicable to us. Please refer to Proposal One Election of Directors and our Corporate Governance Guidelines for additional details on our policy, process and membership criteria. A stockholder may recommend potential candidates for director by notifying our Secretary at Shutterstock, Inc., 350 Fifth Avenue, 21st Floor, New York, New York 10118.

Q:
How may I communicate with the Board of Directors?

A:
Stockholders and other interested parties may communicate directly with the Board, with any director or with the independent directors as a group or any other group of directors by writing to our Secretary at Shutterstock, Inc., 350 Fifth Avenue, 21st Floor, New York, New York 10118, with a request to forward to communication to the intended recipient or recipients. Messages received will be forwarded to the appropriate director or directors.

Q:
When and where is the Annual Meeting being held?

A:
The Annual Meeting will be held on Thursday, June 12, 2014 at 10:00 a.m. (Eastern Daylight Time) at the offices of Shutterstock, Inc. at 350 Fifth Avenue, New York, New York 10118. If you need directions to the Annual Meeting so that you may attend or vote in person, please contact our Investor Relations department at *IR@Shutterstock.com*.

Q:
How can I find the results of the Annual Meeting?

A:
Preliminary results will be announced at the Annual Meeting. Final results also will be published in a current report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

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**PROPOSAL ONE
ELECTION OF DIRECTORS**

Our Board; Selection of Nominees

Our Board is divided into three classes serving staggered three-year terms. At the Annual Meeting, you and the other stockholders will elect two individuals to serve as directors for three-year terms that end at the 2017 Annual Meeting of Stockholders.

Our Nominating and Corporate Governance Committee is charged with identifying, evaluating and recommending to the full Board director nominees. There are no minimum qualifications for director. While we do not have a formal diversity policy for Board membership, the Nominating and Corporate Governance Committee generally seeks individuals with a wide range of attributes, including international business experience and experience in industries beyond technology. We also look for financial oversight experience, financial community experience and a good reputation with the financial community; business management experience and the potential to succeed top management in the event Board intervention is necessary on an unexpected basis; business contacts, business knowledge and influence that may be useful to our businesses and product lines; and knowledge about our industries and technologies. We believe that all of our directors should be committed to enhancing stockholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform and carry out all director duties in a responsible manner. Each director must also represent the interests of all stockholders.

Both of the nominees, Jeff Epstein and Jonathan Miller, are now members of the Board.

The individuals named as proxyholders will vote your proxy for the election of the two nominees unless you direct them to withhold your vote. If any nominee becomes unable to serve as a director before the Annual Meeting (or decides not to serve), the individuals named as proxyholders may vote for a substitute.

Set forth below are the names and ages of these nominees and the other continuing directors, when they became a director, their principal occupations or employment for at least the past five years, and the names of other public companies for which they serve as a director or have served as a director during at least the past five years. Also set forth are the specific experience, qualifications, attributes or skills that led our Nominating and Corporate Governance Committee to conclude that each person should serve as a director. All of our directors have held high-level positions in companies and have experience in dealing with complex issues. We believe that each is an individual of high character and integrity and has the ability to exercise sound judgment.

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Nominees for Election for a Three-Year Term Ending with the 2017 Annual Meeting

Jeff Epstein

Age 57. Jeff Epstein has served as a member of our Board since April 2012. Mr. Epstein is an Operating Partner at Bessemer Venture Partners, which he joined in November 2011, and is a Senior Advisor at Oak Hill Capital Partners, which he joined in August 2011. Mr. Epstein has served as a director of priceline.com since April 2003 and of Global Eagle Entertainment since January 2013. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oracle Corporation from September 2008 to April 2011. From June 2007 to October 2008, Mr. Epstein was a director of MDC Partners Inc. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oberon Media from April 2007 to June 2008. Mr. Epstein is currently a director of Kaiser Foundation Hospitals and Health Plan. Mr. Epstein holds a B.A. from Yale University and an M.B.A. from Stanford University. The Board believes that Mr. Epstein's financial and business expertise, including his background as chief financial officer of the world's largest enterprise software company, and his service as a senior executive at companies in the internet and advertising industries, qualifies him to serve as a member of our Board.

Jonathan Miller

Age 57. Jonathan Miller has served as a member of our Board since March 2012. Mr. Miller served as the Chairman and Chief Executive Officer of the Digital Media Group at News Corp. and was its Chief Digital Officer from April 2009 to September 2012. Mr. Miller was the Founder and Partner at Velocity Interactive Group, an investment firm focusing on internet and digital media, from its inception in February 2007 to April 2009. Prior to founding Velocity, Mr. Miller served as the Chief Executive Officer of America Online, Inc., or AOL. Prior to joining AOL, Mr. Miller served as Chief Executive Officer and President of USA Information and Services. Mr. Miller previously served as a director of LiveNation Entertainment, Inc. and Ticketmaster prior to its merger with LiveNation. Mr. Miller is a trustee of the American Film Institute and The Paley Center for Media. Mr. Miller holds a B.A. from Harvard College. The Board believes that Mr. Miller's business expertise, particularly as a senior executive at some of the largest digital media companies in the world, and his service on the boards of directors of various public companies, qualifies him to serve as a member of our Board.

Recommendation of the Board

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE ABOVE NOMINEES.

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Directors Continuing in Office Until the 2015 Annual Meeting

Steven Berns

Age 49. Steven Berns has served as a member of our Board since March 2012. Since June 2013, Mr. Berns has served as Executive Vice President and Chief Financial Officer of Tribune Company. From February 2010 to June 2013, Mr. Berns served as the Executive Vice President and Chief Financial Officer of Revlon, Inc., and he served as its Treasurer from May 2009 to February 2010. Mr. Berns previously served as Chief Financial Officer of Tradeweb, LLC from November 2007 to May 2009. From November 2005 until July 2007, Mr. Berns served as President, Chief Financial Officer and Director of MDC Partners Inc, and from September 2004 to November 2005, Mr. Berns served as its Vice Chairman and Executive Vice President. Prior to that, Mr. Berns was the Senior Vice President and Treasurer of The Interpublic Group of Companies, Inc. from August 1999 until September 2004. Before that, Mr. Berns held a variety of positions in finance with Revlon, Inc. from April 1992 until August 1999. Prior to joining Revlon, Inc., Mr. Berns worked at Paramount Communications Inc. and at a predecessor public accounting firm of Deloitte & Touche. Mr. Berns formerly served as a director of LivePerson, Inc. Mr. Berns holds a B.S. from Lehigh University and an M.B.A. from New York University and is a Certified Public Accountant. The Board believes that Mr. Berns' financial and business expertise, including his background as a senior executive at one of the world's largest advertising holding companies, chief financial officer of several corporations, and his service on the boards of directors and audit committees of public companies, qualifies him to serve as a member of our Board.

Thomas R. Evans

Age 59. Thomas R. Evans has served as a member of our Board since March 2012. Mr. Evans served as President and Chief Executive Officer and a director of Bankrate, Inc. from March 2004 until December 2013. From August 1999 to August 2003, Mr. Evans served as Chairman and Chief Executive Officer of Official Payments Corp., specializing in processing consumer credit card payments for government taxes, fees and fines. From 1998 to 1999, Mr. Evans was President and Chief Executive Officer of GeoCities Inc., a community of personal websites. From 1991 to 1998, Mr. Evans was President and Publisher of *U.S. News & World Report*. In addition to his duties at *U.S. News & World Report*, Mr. Evans served as President of *The Atlantic Monthly* (1996 - 1998) and as President and Publisher of *Fast Company* (1995 -1998), a magazine launched in 1995. Mr. Evans also serves as a director of Future Fuel Corp. and previously served as a director of Navisite, Inc. Mr. Evans holds a B.S. in business administration from Arizona State University. The Board believes that Mr. Evans' business experience, particularly as a senior executive in the internet and media industries, and his service on the board of directors of public companies, qualifies him to serve as a member of our Board.

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Directors Continuing in Office Until the 2016 Annual Meeting

Jonathan Oringer

Age 39. Jonathan Oringer has served as our Founder, Chief Executive Officer and Chairman of the Board since founding the company in 2003. Prior to founding Shutterstock, Mr. Oringer served as a director of several private companies. Mr. Oringer holds a B.S. in computer science and mathematics from State University of New York at Stony Brook and an M.S. in computer science from Columbia University. The Board believes that Mr. Oringer's experience in the commercial digital imagery industry, his experience with entrepreneurial and technology companies and his extensive knowledge of our company as its founder qualify him to serve as Chairman of our Board.

Jeffrey Lieberman

Age 39. Jeffrey Lieberman has served as a member of our Board since June 2007. Mr. Lieberman is a Managing Director of the private equity and venture capital firm Insight Venture Partners, or Insight, where he has been employed since June 1998. Prior to joining Insight, Mr. Lieberman was a management consultant at the New York office of McKinsey & Company, where he focused on strategic and operating issues in the financial services, technology and consumer products industries. Mr. Lieberman also serves as a director of several private companies. Mr. Lieberman holds a BAS in systems engineering and in BA in economics from the Engineering School and Wharton School of the University of Pennsylvania, respectively. The Board believes that Mr. Lieberman's experience with digital media, entertainment and online technology companies, his extensive knowledge of our company as one of our original investors, and his service on the boards of directors of other companies qualifies him to serve as a member of our Board.

Governance of the Corporation

Corporate Governance

We are committed to strong corporate governance, and have adopted policies and practices that comply with or exceed the NYSE listing requirements and the Exchange Act. These policies and practices include:

The Board has adopted clear corporate governance policies articulated in our Corporate Governance Guidelines, which includes basic director duties and responsibilities.

A majority of the Board members are independent of the Company and our management. The definition of "independent" is included in our Corporate Governance Guidelines, which can be found through the "Corporate Governance" link on the Investor Relations page on our website at www.shutterstock.com.

All members of our key Board committees the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee are independent.

The Board has also adopted a Code of Conduct applicable to all of our employees, including the executive officers, and to our directors.

We have a hotline for employees to report concerns regarding ethics and financial matters, including accounting, internal controls and audit concerns, and the Audit Committee has established procedures for anonymous submission of these matters.

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The Board has adopted a policy regarding conflicts of interest and "related-person transactions" under which all potential conflicts of interest and related-person transactions must be reviewed and pre-approved by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee has determined that certain categories of transactions are pre-approved under this policy. Please refer to the discussion under "Certain Relationships and Related Transactions" for more information on this policy and the related procedures.

The Board conducts an annual self-assessment on its effectiveness and the effectiveness of each of its committees.

Directors are encouraged to attend all stockholder meetings.

The annual cycle of agenda items for Board and committee meetings reflects Board and committee requests and changing business and legal issues. The Board receives regularly scheduled presentations from our finance and legal departments and major business units and operations. The Board's and committees' annual agenda includes, among other items, our long-term strategic plans, periodic reports on progress against long-term strategic plans, emerging and disruptive technologies, potential acquisition or investment targets, review of risks relevant to our business, capital projects, evaluation of the Chief Executive Officer, and management and Board succession.

Director Independence

Our Board has undertaken a review of its composition, the composition of its committees and the independence of each director. Based upon information requested from and provided by each director concerning his background, employment and affiliations, including family relationships, our Board has determined that each of Messrs. Berns, Epstein, Evans, Lieberman and Miller, representing five of our six directors, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the NYSE.

Our Board also determined that Messrs. Berns, Evans and Epstein who comprise our Audit Committee, Messrs. Berns, Evans and Miller who comprise our Compensation Committee, and Messrs. Epstein, Evans and Miller who comprise our Nominating and Corporate Governance Committee, satisfy the independence standards for those committees established by applicable SEC rules and the rules of the NYSE. In making this determination, our Board considered the relationships that each non-employee director has with our company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Board Meetings

The Board met five times in fiscal year 2013. We have three standing committees of the Board: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. Each current director attended at least 75% of the total Board meetings and meetings of the committees on which they serve that were held in fiscal year 2013.

Board Leadership Structure

The Board has adopted Corporate Governance Guidelines designed to promote the functioning of the Board and its committees. These Guidelines address Board composition, Board functions and responsibilities, qualifications, leadership structure, committees and meetings.

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Our Corporate Governance Guidelines do not indicate a particular Board structure, and the Board is given the flexibility to select its Chairman and our Chief Executive Officer in the manner that it believes is in the best interests of our stockholders. Accordingly, the Chairman and the Chief Executive Officer may be filled by one individual or two. The Board has not separated the positions of Chairman of the Board and Chief Executive Officer. Both positions are held by Mr. Oringer. The Board does not have a "Presiding Director." The Board believes that this structure has historically served the company well and continues to do so, by creating a critical link between management and the Board, enabling the Board to perform its oversight function with the benefits of management's perspectives on the business, facilitating communication between the Board and our senior management, and providing the Board with direct oversight of our business and affairs.

Board Committees and Committee Meetings

Each of our standing committees has a written charter approved by the Board that clearly establishes the committee's roles and responsibilities. Copies of the charters for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, as well as our Corporate Governance Guidelines and Code of Conduct, can be found through the "Corporate Governance" link on the Investor Relations page on our website at www.shutterstock.com. Please note that information on, or that can be accessed through, our website is not part of the proxy soliciting materials, is not deemed "filed" with the SEC and is not to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act, and, except for information filed by the Company under the cover of Schedule 14A, is not deemed to be proxy soliciting materials.

Audit Committee: Our Audit Committee assists the Board in its oversight of our corporate accounting and financial reporting process and internal controls over financial reporting. Our Audit Committee evaluates the independent registered public accounting firm's qualifications, independence and performance; appoints and provides for the compensation of the independent registered public accounting firm; approves the retention of the independent registered public accounting firm to perform any proposed permissible professional services; meets with management and the independent auditor to discuss our annual financial statements; instructs the independent auditor to report to the audit committee on all of our critical accounting policies; reviews and discusses with management and the independent auditor management's report on internal control over financial reporting, and the independent auditor's audit of the effectiveness of our internal control over financial reporting; and discusses with management and the independent auditor the results of our annual audits and the reviews of our quarterly financial statements.

The members of the Audit Committee are Steven Berns (Chairman), Jeff Epstein and Thomas R. Evans. The Audit Committee met five times in fiscal year 2013. Each member of the Audit Committee meets the additional requirements regarding independence for Audit Committee members under the NYSE listing requirements. The Board has determined that each of Steven Berns and Jeff Epstein is an "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K under the Exchange Act based upon their experience as Chief Financial Officer of several companies. The Board has also determined that Mr. Evans is financially literate based upon his familiarity with financial statements.

Compensation Committee: Our Compensation Committee establishes and reviews policies and practices relating to the compensation and benefits of our officers, including establishing goals and objectives relevant to compensation of our chief executive officer and other senior officers, evaluating the performance of these officers in light of those goals and objectives and determining compensation of these officers based on such evaluations. The Compensation Committee also administers the issuance of stock options and other awards under our stock plans.

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The Compensation Committee determines all compensation for our executive group. Before making decisions on compensation for Mr. Semmelbauer, the Compensation Committee reviews Mr. Semmelbauer's performance and accomplishments over the prior year with our Chief Executive Officer ("CEO"). Before making decisions on compensation for Messrs. Bixby and Chou, the Compensation Committee reviews their performance and accomplishments over the prior year with our CEO, and our President and Chief Operating Officer. Except for his own position, Mr. Oringer makes recommendations to the Compensation Committee regarding base salary increases, any changes to the incentive plan target awards and the amount of equity awards for each executive. The Compensation Committee reviews and evaluates submitted proposals, and establishes executive compensation, including for the CEO. Resulting compensation determinations are also reviewed with the other independent members of the Board.

From time to time, the Compensation Committee has engaged Aon Hewitt to independently review and analyze our executive compensation programs, compensation strategy and effectiveness of pay delivery. Aon Hewitt has provided market information on compensation trends and practices and made recommendations based on competitive data. Aon Hewitt is available to perform special projects at the Compensation Committee chairman's request. Aon Hewitt provides analyses and recommendations that inform the Compensation Committee's decisions, but does not decide or approve any compensation actions. As needed, the Compensation Committee also consults with Aon Hewitt on program design changes, which for fiscal year 2013 included peer group analysis seeking to provide target compensation at a competitive level for base salary, short-term cash bonus and long-term equity based awards. The engagement of any compensation consultant rests exclusively with the Compensation Committee, which has sole authority to retain and terminate any compensation consultant or other advisor that it uses, and Aon Hewitt does not perform any other services for us.

The members of the Compensation Committee are Thomas R. Evans (Chairman), Steven Berns and Jonathan Miller. The Compensation Committee met two times in fiscal year 2013. In addition to being independent, each member of the Compensation Committee is a "non-employee director" for purposes of the Exchange Act and is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

Nominating and Corporate Governance Committee: Our Nominating and Corporate Governance Committee is responsible for making recommendations regarding candidates for directorships and the composition of our board. Our Nominating and Corporate Governance Committee is also responsible for reviewing with the board, on an annual basis, the qualifications, attributes and skills of board members, and the skills and characteristics of the board as a whole, in determining whether to recommend incumbent directors in the class subject to election for reelection. In addition, the Nominating and Corporate Governance Committee is responsible for developing and recommending our Corporate Governance Guidelines.

The members of the Nominating and Corporate Governance Committee are Jonathan Miller (Chairman), Jeff Epstein and Thomas R. Evans. The Nominating and Corporate Governance Committee met one time in fiscal year 2013.

The Board's Role in Risk Oversight

Our Company faces a number of risks, including operational, economic, financial, legal, regulatory and competitive risks. The Board plays a significant role in providing oversight of our management of risk. Senior management has responsibility for the management of risk and reports to the Board regularly with respect to its ongoing enterprise risk management efforts. Because responsibility for the oversight of elements of our enterprise risk management extends to various committees of the Board, the Board has determined that it, rather than any one of its committees, should retain the primary oversight role for risk management. In exercising its oversight of risk management, the Board has

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delegated to the Audit Committee primary responsibility for the oversight of risk related to our financial statements and processes, and has determined that our internal audit function should report directly to the Audit Committee. The Board has delegated to the Compensation Committee primary responsibility for the oversight of risk related to our compensation policies and practices. The Board has delegated to the Nominating and Corporate Governance Committee primary responsibility for the oversight of risk related to our corporate governance practices. Each committee reports regularly to the Board with respect to such committee's particular risk oversight responsibilities.

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PROPOSAL TWO
RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

Selection of the Accounting Firm

The Audit Committee has appointed PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") as our independent registered public accounting firm to perform the audit of our financial statements for fiscal year 2014, and we are asking you and other stockholders to ratify this appointment. Since September 2011, PricewaterhouseCoopers has been our independent registered public accounting firm.

The Audit Committee annually reviews the independent registered public accounting firm's independence, including reviewing all relationships between the independent registered public accounting firm and us and any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm, and the independent registered public accounting firm's performance. Additionally, the Audit Committee also noted that our PricewaterhouseCoopers engagement audit partner is subject to regular rotation. As a matter of good corporate governance, the Board, upon recommendation of the Audit Committee, has determined to submit to stockholders for ratification the appointment of PricewaterhouseCoopers. In the event that a majority of the shares of common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal Two does not ratify this appointment of PricewaterhouseCoopers, the Audit Committee will review its future appointment of PricewaterhouseCoopers.

We expect that a representative of PricewaterhouseCoopers will be present at the Annual Meeting and that representative will have an opportunity to make a statement if he or she desires and will be available to respond to appropriate questions.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee must pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally requested annually and any pre-approval is detailed as to the particular service, which must be classified in one of the four categories of services. The Audit Committee may also, on a case-by-case basis, pre-approve particular services that are not contained in the annual pre-approval request. In connection with this pre-approval policy, the Audit Committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC.

Principal Accountant Fees and Services

The following is a summary of the fees billed to us by PricewaterhouseCoopers for professional services rendered for the fiscal years ended December 31, 2013 and December 31, 2012:

Fee Category	Fiscal Year 2013	Fiscal Year 2012
Audit Fees	\$ 717,000	\$ 1,292,000
Audit-Related Fees	93,000	1,580,000
Tax Fees		443,000
All Other Fees		
Total Fees	\$ 810,000	\$ 3,315,000

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Audit Fees. Audit fees consist of fees billed for professional services rendered for the annual audit of our consolidated financial statements presented in our annual report Form 10-K, review of the interim consolidated financial statements presented in our quarterly reports on Form 10-Q, and services that PricewaterhouseCoopers normally provides in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. For the fiscal year ended December 31, 2013, audit-related fees consist of fees billed for professional services rendered in connection with our Registration Statement on Form S-1 relating to our follow-on offering. For the fiscal year ended December 31, 2012, audit-related fees consist of fees billed for professional services rendered in connection with our Registration Statement on Form S-1 relating to our initial public offering.

Tax Fees. For the fiscal years ended December 31, 2013, there were no fees billed by PricewaterhouseCoopers for any tax fees. For the fiscal years ended December 31, 2012, tax fees consist of fees billed for professional services for tax compliance, tax advice and tax planning.

All Other Fees. For the fiscal years ended December 31, 2013 and 2012, there were no fees billed by PricewaterhouseCoopers for any other professional services.

The Audit Committee determined that PricewaterhouseCoopers's provision of these services, and the fees that we paid for these services, are compatible with maintaining the independence of the independent registered public accounting firm. The Audit Committee approved all services that PricewaterhouseCoopers provided in fiscal years 2013 and 2012 in accordance with the approval policy discussed above.

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Non controlling interest	2,686	2,739
Total equity:	86,772	89,906
Total liabilities and equity	\$108,992	\$117,103

TAT TECHNOLOGIES AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited, in thousands, except share data)

	Three months ended March 31,	
	2013	2012
Revenues:		
OEM of Heat Management Solutions	\$6,716	\$7,684
Heat Transfer Services and Product	7,141	6,783
MRO services for Aviation Components	5,803	5,003
OEM of Electric Motion Systems	1,950	1,802
Eliminations	(81)	(595)
	21,529	20,677
Cost and operating expenses:		
OEM of Heat Management Solutions	5,085	5,586
Heat Transfer Services and Products	5,111	5,029
MRO services for Aviation Components	4,716	4,374
OEM of Electric Motion Systems	1,961	1,711
Eliminations	(309)	(597)
	16,564	16,103
Gross Profit	4,965	4,574
Research and development, net	288	174
Selling and marketing expenses	886	889
General and administrative expenses	2,664	2,995
Other expenses (income)	(7)	14
	3,831	4,072
Operating income	1,134	502
Financial expenses	(361)	(556)
Financial income	329	816
Income before income taxes	1,102	762
Taxes on income	483	268
Net income after income taxes	619	494
Share in results of affiliated company	911	(40)
Net income	1,530	454
Net loss attributable to Non controlling interest	178	130
Net income attributable to TAT Technologies shareholders	\$1,708	\$584
Earnings per share		

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Basic and diluted net income per share attributable to controlling interest	\$0.19	\$0.07
Weighted average number of shares – basic and diluted	8,798,570	8,815,003

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Background

TAT operates under four operating segments: (i) Original Equipment Manufacturing or "OEM" of Heat Management Solutions; (ii) Heat Transfer Services and Products; (iii) Maintenance, Repair and Overhaul or "MRO" services for Aviation Components; and (iv) OEM of Electric Motion Systems.

OEM of Heat Management Solutions primarily includes the design, development, manufacture and sale of (i) a broad range of heat transfer components (such as heat exchangers, pre-coolers and oil/fuel hydraulic coolers) used in mechanical and electronic systems on-board commercial, military and business aircraft; (ii) environmental control and cooling systems on board aircraft and for ground applications; and (iii) a variety of other electronic and mechanical aircraft accessories and systems such as pumps, valves, power systems and turbines.

Heat Transfer Services and Products primarily includes the maintenance, repair and overhaul of heat transfer equipment and to a lesser extent, the manufacturing of certain heat transfer products. TAT's Limco subsidiary operates an FAA certified repair station, which provides heat transfer MRO services and products for airlines, air cargo carriers, maintenance service centers and the military.

MRO services for Aviation Components primarily includes the maintenance, repair and overhaul of APUs, landing gear and other aircraft components. TAT's Piedmont subsidiary operates an FAA certified repair station, which provides aircraft component MRO services for airlines, air cargo carriers, maintenance service centers and the military.

OEM of Electric Motion Systems primarily includes the design, development, manufacture and sale of a broad range of electrical motors and motion applications for airborne and ground systems.

Three months ended March 31, 2013 compared with three months ended March 31, 2012

Revenues. Total revenues for the three months ended March 31, 2013, were \$21.5 million compared to \$20.7 million for the three months ended March 31, 2012, an increase of 4.1%. This reflects (i) the increase in revenues in the MRO Services for Aviation Components operating segment; (ii) the increase in revenues in the Heat Transfer Services and Products operating segment; (iii) the increase in revenues in the OEM of Electric Motion Systems operating segment; partially offset by (iv) the decrease in revenues in the OEM of Heat Management Solutions operating segment.

Cost of revenues. Cost of revenues was \$16.6 million for the three months ended March 31, 2013 compared to \$16.1 million for the three months ended March 31, 2012, an increase of 2.9%. This reflects the increase in cost of revenues in the MRO Services for Aviation Components, in the Heat Transfer Services and Products and in the OEM of Electric Motion Systems operating segments, which is primarily attributable to the increase of material cost associated with the increase in revenues; partially offset by the decrease in cost of revenues in the OEM of Heat Management Solutions operating segment which is primarily attributable to the decrease in material cost associated with the decrease in revenues.

Cost of revenues as a percentage of revenues was 76.9% for the three months ended March 31, 2013, a slight decrease compared to 77.9% for the three months ended March 31, 2012. This moderate improvement is primarily attributable to (i) product mix with higher margin products sold during the quarter and lower rate of fixed production costs in the MRO Services for Aviation Components and in the Heat Transfer Services and Products operating segments; offset by (ii) a higher rate of fixed production costs in the OEM of Heat Management Solutions operating segment due to the decrease in revenues in this operating segment; and by (iii) product mix with lower margin products sold during the quarter in the OEM of Electric Motion Systems.

Research and development, net. Research and Development expenses were \$0.3 million for the three months ended March 31, 2013, compared to \$0.2 million for the three months ended March 31, 2012, and are related to new products and technologies within the OEM operations in Israel and in the Heat Transfer Services and Products operating segment.

Research and Development expenses as a percentage of revenues were 1.3% for the three months ended March 31, 2013, compared to 0.8% for the three months ended March 31, 2012. TAT expects to continue to invest additional resources in research and development activities, and accordingly will continue to incur and record additional research and development expenses in coming years.

Selling and marketing expenses. Selling and marketing expenses were \$0.9 million for the three months ended March 31, 2013, similar to the selling and marketing expenses for the three months ended March 31, 2012.

Selling and marketing expenses as a percentage of revenues were 4.1% for the three months ended March 31, 2013, similar to 4.3% for the three months ended March 31, 2012. TAT expects to continue to invest additional resources in selling and marketing activities in coming years.

General and administrative expenses. General and administrative expenses were \$2.7 million for the three months ended March 31, 2013, compared to \$3.0 million for the three months ended March 31, 2012, a decrease of 11.1%. The decrease in general and administrative expenses was impacted by (i) the decrease in general and administrative expenses in the MRO Services for Aviation Components operating segment primarily attributable to the decrease in professional services costs and a provision for doubtful debt recorded in the first quarter of 2012; (ii) the decrease in general and administrative expenses in the OEM of Heat Management Solutions operating segment, primarily attributable to the decrease in management fees to our controlling shareholder ; (iii) the decrease in general and administrative expenses in the Heat Transfer Services and Products operating segment primarily attributable to the

decrease in professional services costs; (iv) similar general and administrative expenses in the OEM of Electric Motion Systems operating segment.

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General and administration expenses as a percentage of revenues were 12.4% for the three months ended March 31, 2013, compared to 14.5% for the three months ended March 31, 2012.

Operating income. For the three months ended March 31, 2013, TAT reported an operating income of \$1.1 million compared to an operating income of \$0.5 million for the three months ended March 31, 2012, an increase of 126%. This reflects the increase in operating income in the Heat Transfer Services and Products and in the MRO Services for Aviation Components operating segments; partially offset by the decrease in operating income in the OEM of Heat Management Solutions operating segment and the increase in operating loss in the OEM of Electric Motion Systems operating segment.

Financial expenses. Financial expenses for the three months ended March 31, 2013, were \$0.4 million compared to financial expenses of \$0.6 million for the three months ended March 31, 2012. Financial expenses during the quarter primarily resulted from changes in the exchange rate between the U.S. dollar and the Israeli Shekel and between the U.S. dollar and the Euro, and from interest payments on short-term credit and long-term loans.

Financial income. Financial income for the three months ended March 31, 2013, was \$0.3 million, compared to \$0.8 million for the three months ended March 31, 2012. Financial income during the quarter primarily resulted from changes in exchange rates between the U.S. dollar and the Israeli Shekel and between the U.S. dollar and the Euro, from realized profits from hedging transactions and from interest received on short-term investments.

Taxes on income. Taxes on income for the three months ended March 31, 2013, were \$0.5 million, compared to \$0.3 million for the three months ended March 31, 2012. Taxes on income for the three months ended March 31, 2013, were impacted by (i) the increase in pre-tax income in the Heat Transfer Services and Products and in the MRO Services for Aviation Components operating segments; partially offset by (iii) the decrease in pre-tax income in the OEM of heat management solutions operating segment; and (iv) the decrease in tax benefit in the OEM of Electric Motion Systems operating segment.

Share in Results of affiliated Company. TAT recognized gain of \$0.9 million from its approximately 30% interest in FAvS's results for the three months ended March 31, 2013 compared an immaterial loss for the three months ended March 31, 2012.

Net loss attributable to noncontrolling interest. TAT recognized net loss of \$0.2 million attributable to noncontrolling interest for the three months ended March 31, 2013, compared to net loss of \$0.1 million attributable to noncontrolling interest for the three months ended March 31, 2012. In both periods net income attributable to noncontrolling interest was attributable to the Company's 70% held Bental Industries Ltd. subsidiary.

Net income attributable to controlling interest. TAT recognized a net income of \$1.7 million for the three months ended March 31, 2013 compared to net income of \$0.6 million for the three months ended March 31, 2012.

Liquidity and Capital Resources

Financial assets, net of debt were \$25.0 million in March 31, 2013 compared to \$24.8 million in March 31, 2012.

As of March 31, 2013, TAT had cash and cash equivalents and short-term bank deposits of \$29.6 million with total debt of \$4.6 million. As of March 31, 2012 TAT had cash and cash equivalents and short-term deposits of \$29.6 million, short term investments and marketable securities of \$1.9 million and restricted cash of \$3.3 million, which equals \$34.7 million of financial assets, with total debt of \$9.9 million.

On May 1, 2013, the Company made a payment of \$1.6 million, in accordance with its payment schedule of loans in the total original amount of \$6.25 million received by the Company from an Israeli bank. The loans' remaining balance following the payment was \$0.9 million.

As of March 31, 2013 TAT met all financial covenants related to its loans and credit facilities.

Change of Control – Update

On March 15, 2013 the receiver of the Company's shares held by its previously controlling shareholders announced a tender to purchase such shares. Pursuant to the tender all proposals to acquire such shares were required to be submitted no later than April 25, 2013. As of the date hereof, the receiver advised the Company that a few proposals have been received and are under evaluation.

Seasonality

In the OEM industry in general and in TAT's OEM businesses in particular, the majority of customers operate based on annual budgets and tend to utilize during the fiscal fourth quarter the remaining balance of any un-used budgets. This trend is more typical with customers from the defense industry. Accordingly, TAT is more likely to generate increased revenues in the OEM businesses (such as TAT's OEM of Heat Management Solutions and OEM of Electric Motion Systems) during the fiscal fourth quarter. The aviation industry is known for its highest traffic in the third quarter, primarily attributable to summer vacations. As a result, during the fiscal third quarter, airlines tend to postpone, to the extent possible, maintenance and repair of their aircraft to minimize aircraft grounding. Accordingly, TAT is more likely to notice decreased revenues in the MRO businesses (such as TAT's MRO for Aviation Components and Heat Transfer Services and Products) during the fiscal third quarter with recovery during subsequent quarters.

TAT's executive offices are located in the Re'em Industrial Park, Neta Boulevard, Bnei Ayish, Gedera 70750, Israel, and TAT's telephone number is 972-8-862-8500.

For more information of TAT Technologies, please visit our web-site: www.tat-technologies.com

Yaron Shalem – CFO
TAT Technologies Ltd.
Tel: 972-8-862-8500
yarons@tat-technologies.com

Safe Harbor for Forward-Looking Statements

This press release contains forward-looking statements which include, without limitation, statements regarding possible or assumed future operation results. These statements are hereby identified as "forward-looking statements" for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that could cause our results to differ materially from management's current expectations. Actual results and performance can also be influenced by other risks that we face in running our operations including, but are not limited to, general business conditions in the airline industry, changes in demand for our services and products, the timing and amount or cancellation of orders, the price and continuity of supply of component parts used in our operations, the change of control that will occur on the sale by the receiver of the Company's shares held by our previously controlling stockholders, and other risks detailed from time to time in the company's filings with the Securities Exchange Commission, including, its annual report on form 20-F and its periodic reports on form 6-K. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statement.

SIGNATURE

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.

TAT TECHNOLOGIES LTD.
(Registrant)

By: /s/ Yaron Shalem
Yaron Shalem
Chief Financial
Officer

Date: May 29 , 2013

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