

SHOPIFY INC.
Form SC 13G/A
January 24, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Shopify Inc.

(Name of Issuer)

Class A subordinate voting shares

(Title of Class of Securities)

82509L107

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 11 Pages

Exhibit Index Contained on Page 10

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

2 FirstMark Capital I, L.P. ("FMC I") CHECK THE APPROPRIATE BOX IF A

MEMBER (b) x OF A GROUP (See Instructions)

3 SEC USE ONLY CITIZENSHIP OR

4 PLACE OF ORGANIZATION Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 50 shares.

6 SHARED VOTING POWER

0 shares.

SOLE
DISPOSITIVE
POWER

7

0 shares.

SHARED
DISPOSITIVE
POWER

8

0 shares.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 0
EACH
REPORTING
PERSON

10
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN ..
ROW
(9)
EXCLUDES
CERTAIN
SHARES
(See
Instructions)

11

PERCENT
OF 0.0%
CLASS
REPRESENTED
BY
AMOUNT
IN
ROW
(9)
TYPE
OF
REPORTING
PERSON
(See
Instructions)

12

1 NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON (Entities
Only).
FirstMark Capital I
GP, LLC

2 CHECK
THE
APPROPRIATE
BOX
IF A
MEMBER (b) x
OF A
GROUP
(See
Instructions)

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

SOLE
VOTING
POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
50 shares.

6 SHARED
VOTING
POWER

0 shares.

SOLE
DISPOSITIVE
POWER

7

0 shares.

SHARED
DISPOSITIVE
POWER

8

0 shares.

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY ⁰
EACH
REPORTING
PERSON
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN ..
ROW
(9)
EXCLUDES
CERTAIN
SHARES
(See
Instructions)

10

11 PERCENT
OF
CLASS
REPRESENTED
BY 0.0%
AMOUNT
IN
ROW
(9)
TYPE
OF
12 REPORTING
PERSON
(See
Instructions)

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Amish Jani

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SOLE VOTING POWER

SHARES

5 132,742 shares.

BENEFICIALLY

OWNED BY EACH 6 SHARED VOTING POWER

REPORTING

0 shares.

PERSON

WITH

SOLE
DISPOSITIVE
POWER

7

132,742 shares.

8 SHARED
DISPOSITIVE
POWER

0 shares.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 132,742 shares.
EACH
REPORTING
PERSON
10 CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES

(See
Instructions)
PERCENT
OF
CLASS
REPRESENTED
11 BY 0.2%
AMOUNT
IN
ROW
(9)
TYPE
OF
12 REPORTING
PERSON
(See
Instructions)

NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON (Entities
Only).

1

Richard Heitzmann

CHECK
THE
APPROPRIATE
BOX
IF A
MEMBER (b) x
OF A
GROUP
(See
Instructions)

2

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

3

4

United States
SOLE
VOTING
POWER

NUMBER OF 548,367 shares.

SHARES 6 SHARED
BENEFICIALLY VOTING

OWNED BY
EACH
REPORTING
PERSON
WITH

0 shares.

SOLE
DISPOSITIVE
POWER

7

48,367 shares.

SHARED
DISPOSITIVE
POWER

8

0 shares.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 48,367 shares.
EACH
REPORTING
PERSON

10
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES

CERTAIN
SHARES
(See
Instructions)
PERCENT
OF
CLASS
REPRESENTED
11 BY ^{0.1%}
AMOUNT
IN
ROW
(9)
TYPE
OF
12 REPORTING
PERSON
(See
Instructions)

NAME OF ISSUER

ITEM 1(A).

Shopify, Inc.

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

150 Elgin St.

8th Floor

Ottawa, Ontario, Canada K2P 1L4

NAME OF PERSONS FILING

ITEM

2(A). FMC I, FMC I GP, AJ and RH. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

FMC I GP is the general partner of FMC I and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer owned directly by FMC I. RH and AJ are managers of FMC I GP and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer owned directly by FMC I.

ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

100 5th Ave., 3rd Floor

New York, NY 10011

CITIZENSHIP

ITEM
2(C)

FMC I is a Delaware limited partnership. FMC I GP is a Delaware limited liability company. AJ and RH are U.S. citizens.

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

ITEM 2(D) AND (E).

Class A subordinate voting shares
CUSIP # 82509L107

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i)

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6.

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 7.

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP.

ITEM 9.

Not applicable.

CERTIFICATION.

ITEM 10.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 24, 2018

FirstMark Capital I, L.P. /s/ Amish Jani
By FirstMark Capital I GP, LLC Signature
Its General Partner

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

FirstMark Capital I GP, LLC /s/ Amish Jani
Signature

Amish Jani
Manager

/s/ Richard Heitzmann
Signature

Richard Heitzmann
Manager

Amish Jani /s/ Amish Jani
Amish Jani

Richard Heitzmann /s/ Richard Heitzmann

Richard Heitzmann

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
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Exhibit A: Agreement of Joint Filing	11
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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A subordinate voting shares of Shopify, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.