

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-17** | Period of Report: **2012-12-31**
SEC Accession No. [0000899140-13-000037](#)

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FILER

Insight Holdings Group, LLC

CIK: **1305473** | IRS No.: **352158588** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-12516** | Film No.: **13534454**

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NEW YORK NY 10019

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment []; Amendment Number:

This Amendment (Check only one): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Insight Holdings Group, LLC

Address: 680 Fifth Avenue, 8th Floor
New York, NY 10019

Form 13F File Number: 28-12516

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Blair Flicker
Title: Managing Director
Phone: 212-230-9200

Signature, Place and Date of Signing

/s/ Blair Flicker New York, NY 1/17/2013

[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 2
Form 13F Information Table Value Total: \$183,693 (thousands)

List of Other Included Managers:

Provide a numbered list of name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-13728	Insight Venture Associates V, L.L.C.
2	28-14022	Insight Venture Management, LLC

<TABLE>
<CAPTION>

FORM 13-F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY
								SOLE SHARED NONE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Shutterstock Inc.	COM	825690100	180,693	6,949,748	SH	SHARED-DEFINED	1 and 2	0	6,949,748	0	
ExactTarget Inc.	COM	30064K105	3,000	149,980	SH	SHARED-DEFINED	2	0	149,980	0	

</TABLE>