

SPS COMMERCE INC  
Form 4  
August 07, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Frome James J.

(Last) (First) (Middle)  
333 SOUTH SEVENTH STREET, SUITE 1000  
(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SPS COMMERCE INC [SPSC]

3. Date of Earliest Transaction (Month/Day/Year)  
08/05/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 08/05/2014                           |  | M                              |   | 6,135 A \$ 12   | D  |   |
| Common Stock                    | 08/05/2014                           |  | S <sup>(1)</sup>               |   | 2,857 D \$ 54.47 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 08/05/2014                           |  | S <sup>(1)</sup>               |   | 2,278 D \$ 55.1827 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 08/05/2014                           |  | S <sup>(1)</sup>               |   | 1,000 D \$ 56.01 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 08/06/2014                           |  | M                              |   | 9,599 A \$ 12   | D  |   |

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|              |            |              |       |   |                      |        |   |
|--------------|------------|--------------|-------|---|----------------------|--------|---|
| Common Stock | 08/06/2014 | <u>S</u> (1) | 3,079 | D | \$ 54.41<br>(5)      | 19,662 | D |
| Common Stock | 08/06/2014 | <u>S</u> (1) | 6,520 | D | \$ 55.15<br>(6)      | 13,142 | D |
| Common Stock | 08/07/2014 | M            | 3,280 | A | \$ 12                | 16,422 | D |
| Common Stock | 08/07/2014 | <u>S</u> (1) | 3,280 | D | \$<br>54.6764<br>(7) | 13,142 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 12  | 08/05/2014                           |  | M                              | 6,135   | (8) 04/26/2020   | Common Stock  | 6,135                         |
| Employee Stock Option (right to buy)       | \$ 12  | 08/06/2014                           |  | M                              | 9,599   | (8) 04/26/2020   | Common Stock  | 9,599                         |
| Employee Stock Option (right to buy)       | \$ 12  | 08/07/2014                           |  | M                              | 3,280   | (8) 04/26/2020   | Common Stock  | 3,280                         |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| Frome James J.<br>333 SOUTH SEVENTH STREET<br>SUITE 1000<br>MINNEAPOLIS, MN 55402 |               |           | EVP & Chief<br>Operating<br>Officer |       |

# Signatures

James R. DeBuse, 08/07/2014  
attorney-in-fact

\*\*Signature of Reporting Person Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person on May 5, 2014.  
Reflects the weighted average price of 2,857 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 5, 2014 with sales prices ranging from \$53.83 to \$54.83 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (2) Reflects the weighted average price of 2,278 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 5, 2014 with sales prices ranging from \$54.85 to \$55.74 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (3) Reflects the weighted average price of 1,000 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 5, 2014 with sales prices ranging from \$55.86 to \$56.35 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (4) Reflects the weighted average price of 3,079 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 6, 2014 with sales prices ranging from \$53.73 to \$54.70 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (5) Reflects the weighted average price of 6,520 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 6, 2014 with sales prices ranging from \$54.78 to \$55.67 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (6) Reflects the weighted average price of 3,280 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on August 7, 2014 with sales prices ranging from \$54.26 to \$55.12 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (7) Fully vested.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.