

Frome James J.
Form 4
February 12, 2013

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2012

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

MINNEAPOLIS, MN 55402

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/09/2012		A		1,294 (1)	A	\$ 0 7,613 D
Common Stock	02/08/2013		A		6,536 (2)	A	\$ 0 14,149 D
Common Stock	02/11/2013		F		1,580	D	\$ 38.25 12,569 D

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

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number.

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 30.89	08/09/2012		A	3,280	⁽³⁾ 08/09/2022	Common Stock	3,280
Employee Stock Option (right to buy)	\$ 39.01	02/08/2013		A	18,215	⁽⁴⁾ 02/08/2023	Common Stock	18,215

Reporting Owners

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

Signatures

/s/ James R. DeBuse,
attorney-in-fact
02/12/2013

__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).

This reflects a restricted stock unit award. Each restricted stock unit represents a contingent right to receive one share of SPS Commerce,

(1) Inc. common stock. The restricted stock units vest as to (i) 1/4th of the Shares subject to this award on August 9, 2013 and (ii) 1/36th of the remaining Shares subject to this award on the 1st day of each month, commencing September 1, 2013.

(2)

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This reflects a restricted stock unit award. Each restricted stock unit represents a contingent right to receive one share of SPS Commerce, Inc. common stock. The restricted stock units vest as to (i) 1/4th of the Shares subject to this award on February 8, 2014 and (ii) 1/36th of the remaining Shares subject to this award on the 1st day of each month, commencing March 1, 2014.

- (3) This Option vests as to (i) 1/4th of the Shares subject to this Option on August 9, 2013, and (ii) 1/36th of the remaining Shares subject to this Option on the 1st day of each month, commencing on September 1, 2013.
- (4) This Option vests as to (i) 1/4th of the Shares subject to this Option on February 8, 2014 and (ii) 1/36th of the remaining Shares subject to this Option on the 1st day of each month, commencing on March 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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