

SPS COMMERCE INC

Form 4

January 08, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Black Archie C.

(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)
01/06/2014

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)

President & CEO

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)
Common Stock	01/06/2014		M	5,040	A \$ 0.3745	29,689	D
Common Stock	01/06/2014		S ⁽¹⁾	2,676	D \$ (2) 63.0295	27,013	D
Common Stock	01/06/2014		S ⁽¹⁾	623	D \$ 64.15 (3)	26,390	D
Common Stock	01/06/2014		S ⁽¹⁾	1,741	D \$ (4) 65.0424	24,649	D
	01/07/2014		M	7,871	A \$ 0.3745	32,520	D

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Common
Stock

Common Stock	01/07/2014	<u>S</u> (1)	5,279	D	\$ 65.4235 (5)	27,241	D	
Common Stock	01/07/2014	<u>S</u> (1)	2,592	D	\$ 66.397 (6)	24,649	D	
Common Stock						200	I	By Son - I
Common Stock						200	I	By Son - II
Common Stock						200	I	By Son - III
Common Stock						200	I	By Son - IV

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

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SEC 1474
(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.3745	01/06/2014		M		5,040		<u>(7)</u>	03/31/2016	Common Stock	5,040
Employee Stock Option (Right to	\$ 0.3745	01/07/2014		M		7,871		<u>(7)</u>	03/31/2016	Common Stock	7,871

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black Archie C. 333 SOUTH SEVENTH STREET SUITE 1000 MINNEAPOLIS, MN 55402	X		President & CEO	

Signatures

/s/ James R. DeBuse,
attorney-in-fact

01/08/2014

__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. The transactions reported on this Form 4 conclude the transactions contemplated by the Rule 10b5-1 trading plan.

Reflects the weighted average price of 2,676 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on January 6, 2014 with sales prices ranging from \$62.71 to \$63.33 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 sold at each separate price.
- (2) Reflects the weighted average price of 623 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on January 6, 2014 with sales prices ranging from \$63.72 to \$64.37 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 1,741 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on January 6, 2014 with sales prices ranging from \$65.00 to \$65.11 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 5,279 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on January 7, 2014 with sales prices ranging from \$65.00 to \$65.99 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 2,592 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on January 7, 2014 with sales prices ranging from \$66.00 to \$66.78 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) Fully vested.
- (7)

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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