

SPS COMMERCE INC

Form 4

November 02, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
10/29/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP &amp; Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	10/29/2015		M		2,606	A	\$ 16.64	17,883	D
Common Stock	10/29/2015		S <sup>(1)</sup>		2,606	D	\$ 71.6756	15,277	D
Common Stock	10/30/2015		M		5,250	A	\$ 16.64	20,527	D
Common Stock	10/30/2015		S <sup>(1)</sup>		5,250	D	\$ 71.7912	15,277	D
Common Stock	11/02/2015		M		11,174	A	\$ 16.64	26,451	D

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Common Stock 11/02/2015 S<sup>(1)</sup> 11,174 D \$ 72.7358 15,277 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)	\$ 16.64	10/29/2015		M	2,606	<sup>(2)</sup> 02/10/2021	Common Stock	2,606
Employee Stock Option (right to buy)	\$ 16.64	10/30/2015		M	5,250	<sup>(2)</sup> 02/10/2021	Common Stock	5,250

## Reporting Owners

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

## Signatures

/s/ Jonathan R. Zimmerman,  
attorney-in-fact

11/02/2015

\_\_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.
- (2) This Option vests as to 25% of the shares on the one year anniversary of grant with the remaining shares vesting in a series of 36 successive equal monthly installments upon completion of each additional month of service (commencing March 11, 2012).

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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