

SPS COMMERCE INC

Form 4

October 31, 2013

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

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(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)
10/29/2013

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 _____ Other (specify
below) below)

EVP & 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)
Common Stock	10/29/2013		M	3,817	A \$ 0.3745 16,386	D	
Common Stock	10/29/2013		S ⁽¹⁾	3,416	D \$ 75.2994 12,970	D	
Common Stock	10/29/2013		S ⁽¹⁾	401	D \$ 75.8731 12,569	D	
Common Stock	10/30/2013		M	2,858	A \$ 0.3745 15,427	D	
	10/30/2013		M	3,027	A \$ 12 18,454	D	

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Common
Stock

Common Stock	10/30/2013	<u>S⁽¹⁾</u>	2,460	D	\$ 72.6318 <u>(4)</u>	15,994	D
Common Stock	10/30/2013	<u>S⁽¹⁾</u>	2,766	D	\$ 73.2915 <u>(5)</u>	13,228	D
Common Stock	10/30/2013	<u>S⁽¹⁾</u>	559	D	\$ 74.1909 <u>(6)</u>	12,669	D
Common Stock	10/30/2013	<u>S⁽¹⁾</u>	100	D	\$ 75.16 <u>(7)</u>	12,569	D
Common Stock	10/31/2013	M	11,013	A	\$ 12	23,582	D
Common Stock	10/31/2013	<u>S⁽¹⁾</u>	2,989	D	\$ 68.4843 <u>(8)</u>	20,593	D
Common Stock	10/31/2013	<u>S⁽¹⁾</u>	3,771	D	\$ 69.6839 <u>(9)</u>	16,822	D
Common Stock	10/31/2013	<u>S⁽¹⁾</u>	3,600	D	\$ 70.8395 <u>(10)</u>	13,222	D
Common Stock	10/31/2013	<u>S⁽¹⁾</u>	653	D	\$ 71.5273 <u>(11)</u>	12,569	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Employee Stock Option (right to buy)	\$ 0.3745	10/29/2013	M	3,817	<u>(12)</u>	03/31/2016	Common Stock	3,817
Employee Stock Option (right to buy)	\$ 0.3745	10/30/2013	M	2,858	<u>(12)</u>	03/31/2016	Common Stock	2,858
Employee Stock Option (right to buy)	\$ 12	10/30/2013	M	3,027	<u>(13)</u>	04/26/2020	Common Stock	3,027
Employee Stock Option (right to buy)	\$ 12	10/31/2012	M	11,013	<u>(13)</u>	04/26/2020	Common Stock	11,013

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/ Matthew R. Kuhn,
attorney-in-fact

10/31/2013

__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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person.

(2) Reflects the weighted average price of 3,416 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/29/2013 with sale prices ranging from \$74.58 to \$75.55 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.

(3)

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Reflects the weighted average price of 401 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/29/2013 with sale prices ranging from \$75.58 to \$76.24 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.

- (4) Reflects the weighted average price of 2,460 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$71.95 to \$72.92 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.

- (5) Reflects the weighted average price of 2,766 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$72.95 to \$73.94 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.

- (6) Reflects the weighted average price of 559 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$73.96 to \$74.46 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.

- (7) Reflects the weighted average price of 100 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$75.16 to \$75.16 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.

- (8) Reflects the weighted average price of 2,989 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$68.13 to \$69.10 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.

- (9) Reflects the weighted average price of 3,771 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$69.23 to \$70.19 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.

- (10) Reflects the weighted average price of 3,600 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$70.25 to \$71.21 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.

- (11) Reflects the weighted average price of 653 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$71.27 to \$71.63 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.

- (12) Fully vested.

- (13) This option vests as to (i) 1/4th of the shares subject to this option on May 1, 2011 and (ii) 1/36th of the remaining shares subject to this option on the 1st day of each month, commencing on June 1, 2011.

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.