

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nelson Kimberly K.

(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 below) ____ Other (specify below)

EVP & CFO

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	3,919	A \$ 12	16,774	D
Common Stock	10/29/2013		S ⁽¹⁾	2,827	D \$ 75.2352	13,947	D
Common Stock	10/29/2013		S ⁽¹⁾	1,092	D \$ 75.6756	12,855	D
Common Stock	10/30/2013		M	5,931	A \$ 12	18,786	D
	10/30/2013		S ⁽¹⁾	2,783	D	16,003	D

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Common Stock						\$ 72.5985 (4)		
Common Stock	10/30/2013	S(1)	2,448	D		\$ 73.3436 (5)	13,555	D
Common Stock	10/30/2013	S(1)	600	D		\$ 74.175 (6)	12,955	D
Common Stock	10/30/2013	S(1)	100	D		\$ 75.15 (7)	12,855	D
Common Stock	10/31/2013	M	9,564	A		\$ 12	22,419	D
Common Stock	10/31/2013	S(1)	3,606	D		\$ 69.0498 (8)	18,813	D
Common Stock	10/31/2013	S(1)	3,029	D		\$ 69.8678 (9)	15,784	D
Common Stock	10/31/2013	S(1)	2,929	D		\$ 70.9619 (10)	12,855	D

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

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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	\$ 12	10/29/2013		M	3,919	(11) 04/26/2020	Common Stock	3,919

(right to
buy)

Employee
Stock

Option	\$ 12	10/30/2013	M	5,931	<u>(11)</u>	04/26/2020	Common Stock	5,931
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(right to
buy)

Employee
Stock

Option	\$ 12	10/31/2013	M	9,564	<u>(11)</u>	04/26/2020	Common Stock	9,564
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Nelson Kimberly K.
333 SOUTH SEVENTH STREET
SUITE 1000
MINNEAPOLIS, MN 55402

EVP & CFO

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 2,827 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on October 29, 2013 with sale prices ranging from \$74.53 to \$75.52 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) Reflects the weighted average price of 1,092 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on October 29, 2013 with sale prices ranging from \$75.53 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 2,783 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on October 30, 2013 with sale prices ranging from \$71.96 to \$72.95 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 2,448 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on October 30, 2013 with sale prices ranging from \$72.96 to \$73.95 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)

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Reflects the weighted average price of 600 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on October 30, 2013 with sale prices ranging from \$73.97 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 October 30, 2013 with sale prices ranging from \$75.15 to \$75.15 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 3,606 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 \$68.49 to \$69.45 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 3,029 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 \$69.49 to \$70.47 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 2,929 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 \$70.56 to \$71.23 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) 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.

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