Edgar Filing: SPS COMMERCE INC - Form 4

| SPS COMMI | ERCE INC | | | | | | | | | | |
|----------------------------------------------------------------------------------------------|---------------------|-------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|--------------------------|-------------------------------------------|--------------------------------------|-------------------------|--|
| Form 4 | | | | | | | | | | | |
| May 19, 2014 | 4 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| | UNIT | ED STA | | ITIES A hington, | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check this | | 8 , | | | | | Expires: | January 31, | | | |
| if no long subject to | STA 1 | TEMEN | NT OF CHAN | F CHANGES IN BENEFICIAL OW | | | | | | 2005 | |
| Section 10 | | | | SECURITIES | | | | | Estimated a burden hou | • | |
| Form 4 or | r | | | | | | | | response 0.5 | | |
| Form 5 | Filed | l pursua | nt to Section 16 | b(a) of the | e Securiti | es Ex | chang | ge Act of 1934, | | | |
| obligation may conti | | | | | | | | f 1935 or Sectio | n | | |
| See Instru | | | 30(h) of the Inv | vestment | Company | / Act | of 19 | 40 | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type R | (esponses) | | | | | | | | | | |
| · • • • | | | | | | | | | | | |
| 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationship | | | | | | 5. Relationship of | f Reporting Person(s) to | | | | |
| WEHRWEI | N SVEN | | Symbol | bol | | | | Issuer | | | |
| | | | SPS CO | SPS COMMERCE INC [SPSC] | | | | (Cha) | alt all annliaghl | 2) | |
| (Last) (First) (Middle) | | | le) 3. Date of | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | |
| | | | (Month/Da | (Month/Day/Year) | | | | X Director | 10% | 6 Owner | |
| 333 SOUTH | I SEVENTH | | | 05/15/2014 | | | | Officer (give title Other (specify | | | |
| STREET, SU | UITE 1000 | | | | | | | below) | below) | | |
| (Street) | | | 4. If Amer | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Mont | Filed(Month/Day/Year) | | | | | Applicable Line) | | |
| | | | | | | | | _X_ Form filed by | One Reporting Pe More than One Re | | |
| MINNEAPC | DLIS, MN 55 | 5402 | | | | | | Person | | cporting | |
| (City) | (State) | (Zip |) Table | e I - Non-D | erivative S | ecuri | ties Ac | quired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of | 2. Transaction Date | | | 3. 4. Securities | | | | 5. Amount of | 6. Ownership | | |
| (Instr. 3) any | | xecution Date, if | · · · · | | | Securities | Form: Direct | Indirect | | | |
| | | | ny Month/Day/Year) | CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) | | | | • | (D) or Indirect (I) | Beneficial Ownership | |
| | | | (ionul/Duy/Teur) | $\mathbf{D}_{\mathbf{u}}$ $\mathbf{D}_{\mathbf{u}}$ $\mathbf{U}_{\mathbf{u}}$ | | | 5) | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | | (A) | | Reported | | | |
| | | | | | | or | | Transaction(s) | | | |
| | | | | Code V | Amount | | Price | (Instr. 3 and 4) | | | |
| Common Stock | 05/15/2014 | 4 | | А | 892 <u>(1)</u> | А | \$0 | 2,895 | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number on f Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. H Der Sec (In: |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|----------------------------|
| | | | | Code V | (A) (D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$ 51.74 | 05/15/2014 | | А | 2,810 | (2) | 05/14/2021 | Common Stock | 2,810 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| WEHRWEIN SVEN 333 SOUTH SEVENTH STREET SUITE 1000 MINNEAPOLIS, MN 55402 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ James R. DeBuse, attorney-in-fact | 05/ | /19/2014 | | | | | |
| ** 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) This reflects a restricted stock award. The shares subject to this award will vest in four equal installments on the last day of each fiscal quarter with the first vesting occurring on June 30, 2014, provided the recipient remains a member of the board as of the vesting date.
- (2) Shares subject to this Option vest in four equal installments on the last day of each fiscal quarter with the first vesting occurring on June 30, 2014, provided the reporting person remains a member of the board as of the vesting date.

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.