

SPS COMMERCE INC  
Form 8-K  
May 18, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
May 17, 2011**

Date of report (Date of earliest event reported)  
**SPS COMMERCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Delaware</b>   | <b>001-34702</b>         | <b>41-2015127</b>                    |
| (State of Incorporation)  | (Commission File Number) | (I.R.S. Employer Identification No.) |
| <b>333 South Seventh Street, Suite 1000<br/>Minneapolis, MN</b> |                          | <b>55402</b>                         |
| (Address of Principal Executive Offices)                        | <b>(612) 435-9400</b>    | (Zip Code)                           |

(Registrant's Telephone Number, Including Area Code)  
**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 17, 2011, SPS Commerce, Inc. (the Company) held its 2011 Annual Meeting of Stockholders. At the 2011 Annual Meeting, the Company's stockholders voted on the following matters:

*Election of Directors*

The following nominees were re-elected to serve as directors for a term that will last until the Company's 2014 Annual Meeting of Stockholders or until his successor is duly elected and qualified. The number of votes cast for and withheld from each nominee and the number of broker non-votes with respect to each nominee were as follows:

| Name              | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|-----------|----------------|------------------|
| Michael B. Gorman | 9,756,070 | 266,465        | 805,627          |
| Philip E. Soran   | 9,999,820 | 22,715         | 805,627          |

*Approval of the Company's 2010 Equity Incentive Plan*

The Company's stockholders approved the material terms of the Company's 2010 equity incentive plan for purposes of Internal Revenue Code Section 162(m) by voting as follows:

| For       | Against   | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 6,085,870 | 3,936,565 | 100     | 805,627          |

*Ratification of the Selection of Grant Thornton LLP as the Company's Independent Auditor for 2011*

The Company's stockholders ratified the appointment by the Audit Committee of the Company's Board of Directors of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011 by voting as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 10,801,452 | 26,477  | 233     |                  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPS COMMERCE, INC.

Date: May 18, 2011

By: /s/ Kimberly K. Nelson  
Kimberly K. Nelson  
Executive Vice President and  
Chief Financial Officer