

Gorman Michael B
Form 4
May 18, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gorman Michael B

2. Issuer Name and Ticker or Trading Symbol
SPS COMMERCE INC [SPSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10400 VIKING DRIVE, SUITE 550
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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

EDEN PRAIRIE, MN 55344

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect or Beneficial Ownership (Instr. 4)	
Common Stock	05/16/2012		S	433	D	\$ 27.85	0	I	By SPVC Affiliates Fund I, LLC ⁽¹⁾
Common Stock	05/16/2012		J ⁽²⁾	9,045	D	\$ 0	0	I	By SPVC IV, LLC ⁽³⁾
Common Stock	05/16/2012		J ⁽⁴⁾	14,749	D	\$ 0	0	I	By SPVC V, LLC ⁽⁵⁾
Common Stock	05/16/2012		J ⁽⁶⁾	185,124	D	\$ 0	0	I	By SPVC VI, LLC

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(7)

Common Stock	05/16/2012	J ⁽⁸⁾	14	A	\$ 0	19,343	D
Common Stock	05/16/2012	J ⁽⁹⁾	280	A	\$ 0	19,623	D
Common Stock	05/16/2012	J ⁽¹⁰⁾	4,145	A	\$ 0	23,768	D
Common Stock	05/17/2012	M	11,125	A	\$ 12	34,893	D
Common Stock	05/17/2012	M	5,340	A	\$ 16.65	40,233	D
Common Stock	05/17/2012	S	3,256	D	\$ 27.6824 <u>(11)</u>	36,968	D
Common Stock	05/18/2012	S	13,200	D	\$ 27.5838 <u>(12)</u>	23,768	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12	05/17/2012		M	11,125	<u>(13)</u>	04/26/2020	Common Stock	11,125
Stock Option (right to buy)	\$ 16.65	05/17/2012		M	5,340	05/17/2012	05/16/2021	Common Stock	5,340

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Michael B 10400 VIKING DRIVE SUITE 550 EDEN PRAIRIE, MN 55344		X		

Signatures

/s/ Lisa L. Corbin at Attorney-in-Fact for Michael B.
Gorman

05/18/2012

**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).

- Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (1) Represents a pro-rata distribution of Common Stock of the Issuer by SPVC IV, LLC without consideration to its members.
- Represents securities held directly by SPVC IV, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Represents a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.
- Represents securities held directly by SPVC V, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Represents a pro-rata distribution of Common Stock of the Issuer by SPVC VI, LLC without consideration to its members.
- Represents securities held directly by SPVC VI, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC IV, LLC without consideration to its members.
- (5) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.
- (6) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC VI, LLC without consideration to its members.
- (7) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC IV, LLC without consideration to its members.
- (8) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.
- (9) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.

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- (10) Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC VI, LLC without consideration to its members, and an immediate subsequent pro-rata distribution by one of the members of SPVC VI, LLC without consideration to its members.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$27.56 and \$27.76, inclusive. The reporting person will provide to the SEC Staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$27.34 and \$27.77, inclusive. The reporting person will provide to the SEC Staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
- (12) The shares become exercisable in equal monthly installments over three years beginning May 27, 2010, so long as reporting person remains a member of the board.
- (13)

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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