

Spencer George H. III
Form 4
April 29, 2010

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 *
Spencer George H. III

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2010

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

C/O SEYEN CAPITAL,, 150
NORTH WACKER DRIVE, SUITE
660

(Street)

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

CHICAGO, IL 60606

(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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					23,441	I	By BVCF IV, L.P. (1)
Common Stock	04/27/2010		C		1,458,650	A	(2)
					1,482,091	I	By BVCF IV, L.P. (1)
Common Stock	04/27/2010		S		140,824	D	\$ 11.16
					1,341,267	I	By BVCF IV, L.P. (1)

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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	(2)	04/27/2010		C		211,769	(3)	(3)	Common Stock
Series B Convertible Preferred Stock	(2)	04/27/2010		C		1,180,131	(3)	(3)	Common Stock
Series C Convertible Preferred Stock	(2)	04/27/2010		C		66,750	(3)	(3)	Common Stock
Stock Option (Right to Buy)	\$ 12	04/27/2010		A		16,020	(4)	04/26/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Spencer George H. III
C/O SEYEN CAPITAL,
150 NORTH WACKER DRIVE, SUITE 660
CHICAGO, IL 60606

X X

Signatures

/s/ Ryan R. Miske,
attorney-in-fact

04/29/2010

**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 BVCF IV, L.P. Adams Street Partners, LLC, the sole general partner of BVCF IV, L.P., is deemed to have sole voting and investment power over the shares. The reporting person is a senior consultant of Adams Street Partners, LLC. The

(1) 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) The securities converted into the Issuer's Common Stock at a rate of one-for-one.

The securities do not have an expiration date. Each share of Series A, Series B and Series C Convertible Preferred Stock automatically converted into shares of Common Stock in connection with the closing of the Issuer's initial public offering on April 27, 2010. Prior to its conversion into the Issuer's Common Stock, the Series A, Series B and Series C Convertible Preferred Stock was convertible at any time at the option of the holder.

(3)

(4) This Option vests as to 1/36th of the Shares subject to this Option upon completion of each additional month of service commencing on May 27, 2010.

(5) The reporting person holds this Option for the sole benefit of BVCF IV, L.P.

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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