FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject t Section 16. Form 4 or Form 5	c
obligations may continue. See Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

			2. Issuer Name and Ticker or Trading Symbol <u>SPS COMMERCE INC</u> [SPSC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X X	Director Officer (give title	10% Owner Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	л	below)	below)			
333 SOUTH SEV	ENTH STREET		02/08/2013		President & CE	EO			
SUITE 1000									
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (C	Check Applicable			
(Street)				Line)		_			
MINNEAPOLIS	MN	55402		X	Form filed by One Reporting	ng Person			
					Form filed by More than O Person	ne Reporting			
(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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	02/08/2013		A		12,176 ⁽¹⁾	Α	\$0.00	24,649	D	
Common Stock	02/11/2013		М		2,993	Α	\$0.3745	27,642	D	
Common Stock	02/11/2013		S		2,993	D	\$38.1704 ⁽²⁾	24,649	D	
Common Stock	02/12/2013		М		2,200	A	\$0.3745	26,849	D	
Common Stock	02/12/2013		S		2,200	D	\$ 37.8425 ⁽³⁾	24,649	D	
Common Stock								200	Ι	By son - I
Common Stock								200	I	By son - II
Common Stock								200	I	By son - III
Common Stock								200	I	By son - IV

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. Transa Code (8)		Derivati Securiti Acquire or Disp	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and 5)			7. Title and of Securiti Underlying Derivative (Instr. 3 ar	ies g Security	Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (Right to Buy)	\$39.01	02/08/2013		A		33,929		(4)	02/08/2023	Common Stock	33,929	\$0.00	33,929	D	
Employee Stock Option (Right to Buy)	\$0.3745	02/11/2013		М			2,993	(5)	06/30/2014	Common Stock	2,993	\$0.00	6,016	D	
Employee Stock Option (Right to Buy)	\$0.3745	02/12/2013		М			2,200	(5)	06/30/2014	Common Stock	2,200	\$0.00	3,816	D	

Explanation of Responses:

1. This reflects a restricted stock unit award. Each restricted stock unit represents a contingent right to receive one share of SPS Commerce, Inc. common stock. The restricted stock units vest as to (i) 1/4th of the Shares subject to this award on February 8, 2014, and (ii) 1/36th of the remaining Shares subject to this award on the 1st day of each month, commencing March 1, 2014.

2. Reflects the weighted average price of \$38.1704 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 11, 2013 with sales prices ranging from \$37.90 to \$39.01 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 purchased or sold at each separate price.

3. Reflects the weighted average price of \$37.8425 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 12, 2013 with sales prices ranging from \$37.60 to \$38.06 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 purchased or sold at each separate price.

4. This Option vests as to (i) 1/4th of the Shares subject to this Option on February 8, 2014, and (ii) 1/36th of the remaining Shares subject to this Option on the 1st day of each month, commencing March 1, 2014.

5. Fully vested.

Remarks:

/s/ James R. DeBuse, attorney-<u>02/12/2013</u>

** Signature of Reporting Person Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.