| SEC Fo | orm 4 |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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       |  |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person* |                  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>SPS COMMERCE INC</u> [SPSC] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |  |  |  |
|--|------------------|-------|--|--|--|--|--|--|--|
| Black Archie C.                          |                  |       | [ ]  | X Director 10% Owner   |  |  |  |  |  |
|  |                  |       |  | X Officer (give title Other (specify                                       |  |  |  |  |  |
| (Last)                                   | (First) (Middle) |       | 3. Date of Earliest Transaction (Month/Day/Year)                                     | below) below)  |  |  |  |  |  |
| 333 SOUTH SEVENTH STREET                 |                  | EET   | 04/28/2011   | President & CEO  |  |  |  |  |  |
| SUITE 1000                               |                  |       |  |  |  |  |  |  |  |
|  |                  |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             | 6. Individual or Joint/Group Filing (Check Applicable                      |  |  |  |  |  |
| (Street)                                 |                  |       | 05/02/2011   | Line)  |  |  |  |  |  |
| MINNEAPO                                 | LIS MN           | 55402 |  | X Form filed by One Reporting Person                                       |  |  |  |  |  |
|  |                  |       |  | Form filed by More than One Reporting<br>Person                            |  |  |  |  |  |
| (City)                                   | (State)          | (Zip) |  |  |  |  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Table 1- Non-Derivative Decunices Acquired, Disposed of, of Denendary Owned |  |   |                              |   |        |               |                    |   |   |   |  |  |
|---|--|---|------------------------------|---|--------|---------------|--------------------|---|---|---|--|--|
| 1. Title of Security (Instr. 3)   | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   |        |               |                    | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |
|   |  |   | Code                         | v | Amount | (A) or<br>(D) | Price              | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |  |  |
| Common Stock  | 04/28/2011                                 |   | М                            |   | 15,000 | A             | \$0.3745           | 15,000  | D   |   |  |  |
| Common Stock  | 04/28/2011                                 |   | S <sup>(1)</sup>             |   | 15,000 | D             | \$ <mark>16</mark> | 0   | D   |   |  |  |
| Common Stock  |  |   |                              |   |        |               |                    | 100   | I   | By son -<br>I                                       |  |  |
| Common Stock  |  |   |                              |   |        |               |                    | 100   | Ι   | By son -<br>II                                      |  |  |
| Common Stock  |  |   |                              |   |        |               |                    | 100   | Ι   | By son -<br>III                                     |  |  |
| Common Stock  |  |   |                              |   |        |               |                    | 100   | I   | By son -<br>IV                                      |  |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$0.3745  | 10/05/2001                                 |   | М                            |   |     | 15,000 | (2)  | 10/05/2011         | Common<br>Stock   | 15,000                                 | \$0.00 <sup>(3)</sup>                               | 28,387   | D  |  |

**Explanation of Responses:** 

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person.

2. Fully vested.

3. This amendment corrects the price of derivative security.

**Remarks:** 

James R. DeBuse, attorney-in-

05/06/2011

\*\* Signature of Reporting Person Date

fact

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.