

**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**

Date of Report (Date of earliest event reported) **April 23, 2015**

SPS COMMERCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34702
(Commission File Number)

41-2015127
(IRS Employer Identification No.)

**333 South Seventh Street, Suite 1000
Minneapolis, MN**
(Address of principal executive offices)

55402
(Zip Code)

Registrant's telephone number, including area code: **(612) 435-9400**

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 2.02. Results of Operations and Financial Condition.

On April 23, 2015 we issued a press release disclosing our results of operations and financial condition for our first quarter ended March 31, 2015. In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in that filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits
99 Press Release dated April 23, 2015

SIGNATURE

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

SPS COMMERCE, INC.

Date: April 23, 2015

By: /s/ KIMBERLY K. NELSON

Name: Kimberly K. Nelson

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>No.</u>	<u>Description</u>	<u>Manner of Filing</u>
99	Press Release dated April 23, 2015	Filed Electronically

SPS Commerce Reports First Quarter 2015 Financial Results

Company Delivers 29% Growth in Recurring Revenue Over 2014

MINNEAPOLIS, April 23, 2015 (GLOBE NEWSWIRE) -- SPS Commerce (Nasdaq:SPSC), a leading provider of cloud-based supply chain management solutions, today announced financial results for the first quarter ended March 31, 2015.

Revenue was \$37.0 million in the first quarter of 2015, compared to \$28.9 million in the first quarter of 2014, reflecting 28% growth in revenue from the first quarter 2014. Recurring revenue grew 29% from the first quarter of 2014.

Net income in the first quarter of 2015 was \$586,000 or \$0.03 per diluted share, compared to net income of \$373,000, or \$0.02 per diluted share, in the first quarter of 2014. Non-GAAP net income per diluted share was \$0.17, compared to non-GAAP net income per diluted share of \$0.14 in the first quarter of 2014. Adjusted EBITDA for the first quarter of 2015 increased 20% to \$4.7 million, compared to the first quarter of 2014.

"We kicked off a great start to the year," said Archie Black, President and CEO of SPS Commerce. "We continue to take advantage of the evolution in the retail industry, which is moving us up market as larger suppliers and retailers drive increased collaboration throughout the industry. Our broad-based network enables us to work as a trusted advisor to both retailers and suppliers and places us at the center of the retail ecosystem. Looking to the rest of the year, we believe we are well positioned to continue as a retail industry leader in the supply chain world."

"SPS Commerce had a strong first quarter, highlighted by 29% recurring revenue growth," said Kim Nelson, Chief Financial Officer. "Given our performance and the opportunity we see ahead, we are pleased to announce that we are increasing our annual revenue guidance."

Guidance

For the second quarter of 2015, revenue is expected to be in the range of \$38.0 to \$38.5 million. Second quarter net income per diluted share is expected to be in the range of \$0.01 to \$0.03 with fully diluted weighted average shares outstanding of approximately 17.1 million shares. Non-GAAP net income per diluted share is expected to be in the range of \$0.16 to \$0.17.

Adjusted EBITDA is expected to be in the range of \$4.5 to \$5.0 million. Non-cash, share-based compensation expense is expected to be approximately \$1.7 million, depreciation expense is expected to be approximately \$1.7 million and amortization expense is expected to be approximately \$850,000.

For the full year of 2015, revenue is expected to be in the range of \$156.2 to \$158.2 million, representing 22% to 24% growth over 2014. Full year net income per diluted share is expected to be in the range of \$0.15 to \$0.18 with fully diluted weighted average shares outstanding of approximately 17.1 million shares. Non-GAAP net income per diluted share is expected to be in the range of \$0.73 to \$0.77. Adjusted EBITDA is expected to be in the range of \$21 to \$22 million. Non-cash, share-based compensation expense is expected to be approximately \$6.6 million, depreciation expense is expected to be approximately \$7.0 million and amortization expense is expected to be approximately \$3.4 million. Also for the year, we expect an annual effective tax rate of approximately 40%, with cash taxes for the year to be minimal.

Quarterly Conference Call

SPS Commerce will discuss its quarterly results today via teleconference at 3:30 p.m. CT (4:30 p.m. ET). To access the call, please dial (877) 312-7508, or outside the U.S. (253) 237-1184, with Conference ID# 21499445 at least five minutes prior to the 3:30 p.m. CT start time. A live webcast of the call will also be available at investors.spscommerce.com under the Events and Presentations menu. The replay will also be available on our website at investors.spscommerce.com.

About SPS Commerce

SPS Commerce perfects the power of trading partner relationships with the industry's most broadly adopted, retail cloud services platform. As a leader in cloud-based supply chain management solutions, we provide proven integrations and comprehensive retail performance analytics to thousands of customers worldwide. SPS Commerce has achieved 57 consecutive quarters of revenue growth and is headquartered in Minneapolis. For additional information, please contact SPS Commerce at 866-245-8100 or visit www.spscommerce.com.

SPS COMMERCE, SPS, and RETAIL UNIVERSE are marks of SPS Commerce, Inc. and Registered in the U.S. Patent and Trademark Office. 1=INFINITY logo, AS THE NETWORK GROWS, SO DOES YOUR OPPORTUNITY, INFINITE RETAIL POWER, RETAIL UNIVERSE, RSX, SPS logo, and others are further marks of SPS Commerce, Inc. These marks may be registered or otherwise protected in other countries.

Use of Non-GAAP Financial Measures

To supplement its financial statements, SPS Commerce also provides investors with Adjusted EBITDA and non-GAAP net income per share, which are non-GAAP financial measures. SPS Commerce believes that these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and

results of operations. SPS Commerce's management uses these non-GAAP measures to compare the company's performance to that of prior periods for trend analyses and planning purposes. It uses Adjusted EBITDA for purposes of determining executive and senior management incentive compensation. These measures are also presented to the company's board of directors.

EBITDA consists of net income plus depreciation and amortization, interest expense, interest income, income tax expense and other adjustments as necessary for a fair presentation. Adjusted EBITDA consists of EBITDA plus non-cash, stock-based compensation expense. SPS Commerce uses Adjusted EBITDA as a measure of operating performance because it assists the company in comparing performance on a consistent basis, as it removes from operating results the impact of the company's capital structure. SPS Commerce believes Adjusted EBITDA is useful to an investor in evaluating the company's operating performance because it is widely used to measure a company's operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets, and to present a meaningful measure of corporate performance exclusive of the company's capital structure and the method by which assets were acquired.

Non-GAAP net income per share consists of net income plus non-cash, stock-based compensation expense and amortization expense related to intangible assets divided by the weighted average number of shares of common stock outstanding during each period. SPS Commerce believes non-GAAP net income per share is useful to an investor because it is widely used to measure a company's operating performance.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with generally accepted accounting principles in the United States. These non-GAAP financial measures exclude significant expenses and income that are required by GAAP to be recorded in the company's financial statements and are subject to inherent limitations. SPS Commerce urges investors to review the reconciliation of its non-GAAP financial measures to the comparable GAAP financial measures that are included in this press release.

Forward-Looking Statements

This press release may contain forward-looking statements, including information about management's view of SPS Commerce's future expectations, plans and prospects, including our views regarding future execution within our business, the opportunity we see in the retail supply chain world and our performance for the second quarter and full year of 2015, within the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors which may cause the results of SPS Commerce to be materially different than those expressed or implied in such statements. Certain of these risk factors and others are included in documents SPS Commerce files with the Securities and Exchange Commission, including but not limited to, SPS Commerce's Annual Report on Form 10-K for the year ended December 31, 2014, as well as subsequent reports filed with the Securities and Exchange Commission. Other unknown or unpredictable factors also could have material adverse effects on SPS Commerce's future results. The forward-looking statements included in this press release are made only as of the date hereof. SPS Commerce cannot guarantee future results, levels of activity, performance or achievements. Accordingly, you should not place undue reliance on these forward-looking statements. Finally, SPS Commerce expressly disclaims any intent or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

SPS COMMERCE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited; in thousands, except share amounts)

	March 31, 2015	December 31, 2014
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ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 133,550	\$ 130,795
Accounts receivable, less allowance for doubtful accounts of \$300 and \$279, respectively	15,823	15,422
Deferred costs	12,911	12,055
Deferred income taxes	76	76
Other current assets	3,797	3,846
Total current assets	166,157	162,194

PROPERTY AND EQUIPMENT, net

GOODWILL	12,088	11,361
INTANGIBLE ASSETS, net	34,210	34,854

OTHER ASSETS

Deferred costs, non-current	5,274	5,267
Deferred income taxes, non-current	11,086	11,035
Other non-current assets	350	213

Total assets

\$ 246,870

\$ 243,775

LIABILITIES AND STOCKHOLDERS' EQUITY**CURRENT LIABILITIES**

Accounts payable	\$ 3,444	\$ 3,961
Accrued compensation	10,303	9,926
Accrued expenses	2,796	2,470
Deferred revenue	7,530	7,505
Deferred rent	677	698
Total current liabilities	24,750	24,560

OTHER LIABILITIES

Deferred revenue, non-current	10,550	10,653
Deferred rent, non-current	3,346	3,471
Total liabilities	38,646	38,684

COMMITMENTS and CONTINGENCIES**STOCKHOLDERS' EQUITY**

Preferred stock, \$0.001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding	--	--
Common stock, \$0.001 par value; 55,000,000 shares authorized; 16,525,270 and 16,348,747 shares issued and outstanding, respectively	16	16
Additional paid-in capital	254,479	250,633
Accumulated deficit	(43,502)	(44,088)
Foreign currency translation adjustments	(2,769)	(1,470)
Total stockholders' equity	208,224	205,091
Total liabilities and stockholders' equity	\$ 246,870	\$ 243,775

SPS COMMERCE, INC.**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited; in thousands, except per share amounts)

	Three Months Ended	
	March 31,	
	2015	2014
Revenues	\$ 36,970	\$ 28,939
Cost of revenues	11,572	9,255
Gross profit	25,398	19,684
Operating expenses		
Sales and marketing	13,744	10,884
Research and development	4,069	2,974
General and administrative	5,818	4,511
Amortization of intangible assets	845	717
Total operating expenses	24,476	19,086
Income from operations	922	598
Other income (expense)		
Interest income, net	37	49
Other expense	(112)	(56)
Total other expense, net	(75)	(7)
Income before income taxes	847	591
Income tax expense	(261)	(218)
Net income	\$ 586	\$ 373
Net income per share		
Basic	\$ 0.04	\$ 0.02
Diluted	\$ 0.03	\$ 0.02

Weighted average common shares used to compute net income per share

Basic	16,433	16,155
Diluted	17,011	16,830

SPS COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uunaudited; in thousands)

	Three Months Ended	
	March 31,	
	<u>2015</u>	<u>2014</u>
Cash flows from operating activities		
Net income	\$ 586	\$ 373
Reconciliation of net income to net cash provided by operating activities		
Deferred income taxes	(51)	173
Depreciation and amortization of property and equipment	1,541	1,304
Amortization of intangible assets	845	717
Provision for doubtful accounts	138	157
Stock-based compensation	1,499	1,339
Changes in assets and liabilities		
Accounts receivable	(594)	(712)
Deferred costs	(863)	(764)
Other current assets	(105)	66
Accounts payable	(477)	445
Accrued compensation	420	(287)
Accrued expenses	347	255
Deferred revenue	(78)	574
Deferred rent	<u>(146)</u>	<u>(82)</u>
Net cash provided by operating activities	<u>3,062</u>	<u>3,558</u>
Cash flows from investing activities		
Purchases of property and equipment	(2,308)	(861)
Net cash used in investing activities	<u>(2,308)</u>	<u>(861)</u>
Cash flows from financing activities		
Net proceeds from exercise of options to purchase common stock	2,047	587
Excess tax benefit from exercise of options to purchase common stock	300	25
Net cash provided by financing activities	<u>2,347</u>	<u>612</u>
Effect of foreign currency exchange rate changes	(346)	--
Net increase in cash and cash equivalents	2,755	3,309
Cash and cash equivalents at beginning of period	<u>130,795</u>	<u>131,294</u>
Cash and cash equivalents at end of period	<u>\$ 133,550</u>	<u>\$ 134,603</u>

SPS COMMERCE, INC.
NON-GAAP RECONCILIATION
(Uunaudited; in thousands, except per share amounts)

	Three Months Ended	
	March 31,	
	<u>2015</u>	<u>2014</u>
Net income		
Net income	\$ 586	\$ 373
Depreciation and amortization of property and equipment	1,541	1,304
Amortization of intangible assets	845	717
Interest income, net	(37)	(49)
Income tax expense	<u>261</u>	<u>218</u>
EBITDA	3,196	2,563
Stock-based compensation expense	<u>1,499</u>	<u>1,339</u>
Adjusted EBITDA	<u>\$ 4,695</u>	<u>\$ 3,902</u>

Net income	\$ 586	\$ 373
Stock-based compensation expense	1,499	1,339
Amortization of intangible assets	<u>845</u>	<u>717</u>
Non-GAAP income	<u><u>\$ 2,930</u></u>	<u><u>\$ 2,429</u></u>

Shares used to compute non-GAAP income per share		
Basic	16,433	16,155
Diluted	17,011	16,830

Non-GAAP income per share		
Basic	\$ 0.18	\$ 0.15
Diluted	\$ 0.17	\$ 0.14

CONTACT: Investor Relations

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