

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
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1. Name and Address of Reporting Person* <u>Frome James J.</u> (Last) (First) (Middle) 333 SOUTH SEVENTH STREET SUITE 1000 (Street) MINNEAPOLIS MN 55402 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPS COMMERCE INC [SPSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP & Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2013		M		3,817	A	\$0.3745	16,386	D	
Common Stock	10/29/2013		s ⁽¹⁾		3,416	D	\$75.2994 ⁽²⁾	12,970	D	
Common Stock	10/29/2013		s ⁽¹⁾		401	D	\$75.8731 ⁽³⁾	12,569	D	
Common Stock	10/30/2013		M		2,858	A	\$0.3745	15,427	D	
Common Stock	10/30/2013		M		3,027	A	\$12	18,454	D	
Common Stock	10/30/2013		s ⁽¹⁾		2,460	D	\$72.6318 ⁽⁴⁾	15,994	D	
Common Stock	10/30/2013		s ⁽¹⁾		2,766	D	\$73.2915 ⁽⁵⁾	13,228	D	
Common Stock	10/30/2013		s ⁽¹⁾		559	D	\$74.1909 ⁽⁶⁾	12,669	D	
Common Stock	10/30/2013		s ⁽¹⁾		100	D	\$75.16 ⁽⁷⁾	12,569	D	
Common Stock	10/31/2013		M		11,013	A	\$12	23,582	D	
Common Stock	10/31/2013		s ⁽¹⁾		2,989	D	\$68.4843 ⁽⁸⁾	20,593	D	
Common Stock	10/31/2013		s ⁽¹⁾		3,771	D	\$69.6839 ⁽⁹⁾	16,822	D	
Common Stock	10/31/2013		s ⁽¹⁾		3,600	D	\$70.8395 ⁽¹⁰⁾	13,222	D	
Common Stock	10/31/2013		s ⁽¹⁾		653	D	\$71.5273 ⁽¹¹⁾	12,569	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$0.3745	10/29/2013		M		3,817		(12)	03/31/2016	Common Stock	3,817	\$0.00	2,858	D	
Employee Stock Option (right to buy)	\$0.3745	10/30/2013		M		2,858		(12)	03/31/2016	Common Stock	2,858	\$0.00	0	D	
Employee Stock Option (right to buy)	\$12	10/30/2013		M		3,027		(13)	04/26/2020	Common Stock	3,027	\$0.00	53,043	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Employee Stock Option (right to buy)	\$12	10/31/2012		M			11,013	(13)	04/26/2020	Common Stock	11,013	\$0.00	42,030	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person.
- Reflects the weighted average price of 3,416 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/29/2013 with sale prices ranging from \$74.58 to \$75.55 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 sold at each separate price.
- Reflects the weighted average price of 401 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/29/2013 with sale prices ranging from \$75.58 to \$76.24 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 sold at each separate price.
- Reflects the weighted average price of 2,460 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$71.95 to \$72.92 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 sold at each separate price.
- Reflects the weighted average price of 2,766 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$72.95 to \$73.94 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 sold at each separate price.
- Reflects the weighted average price of 559 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$73.96 to \$74.46 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 sold at each separate price.
- Reflects the weighted average price of 100 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/30/2013 with sale prices ranging from \$75.16 to \$75.16 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 sold at each separate price.
- Reflects the weighted average price of 2,989 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$68.13 to \$69.10 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 sold at each separate price.
- Reflects the weighted average price of 3,771 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$69.23 to \$70.19 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 sold at each separate price.
- Reflects the weighted average price of 3,600 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$70.25 to \$71.21 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 sold at each separate price.
- Reflects the weighted average price of 653 shares of common stock of SPS Commerce, Inc. sold by the reporting person in multiple transactions on 10/31/2013 with sale prices ranging from \$71.27 to \$71.63 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 sold at each separate price.
- Fully vested.
- This option vests as to (i) 1/4th of the shares subject to this option on May 1, 2011 and (ii) 1/36th of the remaining shares subject to this option on the 1st day of each month, commencing on June 1, 2011.

Remarks:

/s/ Matthew R. Kuhn, attorney- 10/31/2013
in-fact

** Signature of Reporting Person Date

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

* 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.

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