UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended: March 31, 2017

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from __________ to __________

Commission file number 001-34702

SPS COMMERCE, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**41-2015127** **(I.R.S. Employer Identification No.)**

333 South Seventh Street, Suite 1000, Minneapolis, MN 55402
(Address of Principal Executive Offices, Including Zip Code)

(612) 435-9400
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐ (Do not check if a smaller reporting company)	Smaller Reporting Company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate by check mark whether the registrant is an "emerging growth company" (as defined in Section 2(a)(19) of the Securities Act). Yes ☐ No ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. Yes ☐ No ☐

The number of shares of the registrant's common stock, par value $0.001 per share, outstanding at April 24, 2017 was 17,192,634 shares.

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Unless the context otherwise requires, for purposes of the Quarterly Report on Form 10-Q, the words "we," "us," "our," the "Company" and "SPS" refer to SPS Commerce, Inc.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains forward-looking statements regarding us, our business prospects and our results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described under the heading *"Risk Factors"* included in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We expressly disclaim any intent or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Commission that advise interested parties of the risks and factors that may affect our business.

PART I. – FINANCIAL INFORMATION

Item 1. Financial Statements

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

	March 31, 2017	December 31, 2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$128,707	$ 115,877
Short-term marketable securities	25,550	23,076
Accounts receivable, less allowance for doubtful accounts of $597 and $515, respectively	22,683	20,746
Deferred costs	20,908	19,224
Other current assets	6,992	7,010
Total current assets	204,840	185,933
PROPERTY AND EQUIPMENT, net	15,066	15,314
GOODWILL	50,289	49,777
INTANGIBLE ASSETS, net	19,389	19,788
MARKETABLE SECURITIES, non-current	2,503	7,494
OTHER ASSETS		
Deferred costs, non-current	6,051	6,086
Deferred income tax asset, non-current	28,408	12,446
Other non-current assets	1,372	1,527
Total assets	$327,918	$ 298,365
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 3,580	$ 2,302
Accrued compensation	12,272	13,740
Accrued expenses	4,459	3,508
Deferred revenue	15,803	11,055
Deferred rent	1,504	1,556
Total current liabilities	37,618	32,161
OTHER LIABILITIES		
Deferred revenue, non-current	11,087	10,847
Deferred rent, non-current	3,912	4,179
Deferred income tax liability, non-current	1,895	1,911
Total liabilities	54,512	49,098
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; 17,200,526 and 17,081,145 shares issued and outstanding, respectively	17	17
Additional paid-in capital	289,652	286,315
Accumulated deficit	(14,490)	(33,739)
Accumulated other comprehensive loss	(1,773)	(3,326)
Total stockholders' equity	273,406	249,267
Total liabilities and stockholders' equity	$327,918	$ 298,365

See accompanying notes to these condensed consolidated financial statements.

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SPS COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited; in thousands, except per share amounts)

	Three Months Ended March 31,	
	2017	2016
Revenues	$51,932	$45,599
Cost of revenues	17,330	14,881
Gross profit	34,602	30,718
Operating expenses		
Sales and marketing	17,079	15,889
Research and development	5,105	5,069
General and administrative	7,827	7,285
Amortization of intangible assets	1,215	1,161
Total operating expenses	31,226	29,404
Income from operations	3,376	1,314
Other income (expense)		
Interest income, net	191	145
Other income (expense), net	(60)	293
Total other income (expense), net	131	438
Income before income taxes	3,507	1,752
Income tax expense	(536)	(708)
Net income	$ 2,971	$ 1,044
Net income per share		
Basic	$ 0.17	$ 0.06
Diluted	$ 0.17	$ 0.06
Weighted average common shares used to compute net income per share		
Basic	17,154	16,783
Diluted	17,393	17,029
Other comprehensive income (loss)		
Foreign currency translation adjustments	1,577	2,821
Unrealized gain on investments (net of tax of ($5) and $47)	(8)	76
Reclassification of gain on investments into earnings (net of tax of ($9) and $0)	(16)	(1)
Comprehensive income (loss)	$ 4,524	$ 3,940

See accompanying notes to these condensed consolidated financial statements.

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

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Cash flows from operating activities		
Net income	$ 2,971	$ 1,044
Reconciliation of net income to net cash provided by operating activities		
Deferred income taxes	310	(302)
Share-based earn-out liability	—	(365)
Depreciation and amortization of property and equipment	1,691	1,626
Amortization of intangible assets	1,215	1,161
Provision for doubtful accounts	332	304
Stock-based compensation	2,300	1,927
Other, net	(25)	—
Changes in assets and liabilities		
Accounts receivable	(2,201)	(2,189)
Deferred costs	(1,649)	(765)
Other current and non-current assets	180	99
Accounts payable	1,169	1,694
Accrued compensation	(1,508)	(319)
Accrued expenses	945	(90)
Deferred revenue	4,988	3,019
Deferred rent	(319)	67
Net cash provided by operating activities	10,399	6,911
Cash flows from investing activities		
Purchases of property and equipment	(1,299)	(2,116)
Purchases of marketable securities	(4,995)	(2,495)
Maturities of marketable securities	7,500	2,500
Acquisitions of businesses and intangible assets, net of cash acquired	(500)	(17,942)
Net cash provided by (used in) investing activities	706	(20,053)
Cash flows from financing activities		
Net proceeds from exercise of options to purchase common stock	1,037	1,069
Excess tax benefits from exercise of options to purchase common stock	—	1,021
Net cash provided by financing activities	1,037	2,090
Effect of foreign currency exchange rate changes	688	403
Net increase (decrease) in cash and cash equivalents	12,830	(10,649)
Cash and cash equivalents at beginning of period	115,877	121,538
Cash and cash equivalents at end of period	$128,707	$110,889

See accompanying notes to these condensed consolidated financial statements.

SPS COMMERCE, INC.
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE A – General

Business Description

We are a leading provider of cloud-based supply chain management solutions, providing network-proven integrations and comprehensive retail performance analytics to thousands of customers worldwide. We provide our solutions through the SPS Commerce platform, a cloud-based product suite that improves the way suppliers, retailers, distributors and other customers manage and fulfill orders. We derive the majority of our revenues from thousands of monthly recurring subscriptions from businesses that utilize our solutions.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of SPS Commerce, Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements, which have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these condensed consolidated financial statements do not include all of the information and notes required by GAAP. We have included all normal recurring adjustments considered necessary to give a fair statement of our financial position, results of operations and cash flows for the interim periods shown. Operating results for these interim periods are not necessarily indicative of the results to be expected for the full year. The December 31, 2016 condensed consolidated balance sheet data was derived from our audited financial statements at that date. For further information, refer to the consolidated financial statements and accompanying notes for the year ended December 31, 2016 included in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 27, 2017.

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Significant Accounting Policies

During the three months ended March 31, 2017, there were no material changes in our significant accounting policies. See Note A to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission on February 27, 2017, for additional information regarding our significant accounting policies.

Recently Adopted Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement when the awards vest or are settled and provides an accounting policy election to account for forfeitures as they occur. In addition, cash flows related to excess tax benefits will no longer be separately classified as a financing activity apart from other income tax cash flows within operating activities. The standard also allows entities to repurchase more of an employee's shares for tax withholding purposes without triggering liability accounting and clarifies that all cash payments made on an employee's behalf for withheld shares should be presented as a financing activity on the statements of cash flows. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016, with early adoption permitted.

We adopted ASU 2016-09 during the three months ended March 31, 2017. The impact to our consolidated balance sheet as of January 1, 2017 was a $16.3 million increase in deferred income tax assets, non-current and a corresponding $16.3 million decrease in accumulated deficit. This impact results from the cumulative-effect adjustment for previously unrecognized excess tax benefits using the modified retrospective method required by the new standard. We elected to adopt the changes in cash flow statement presentation prospectively to be consistent with the prospective transition for the treatment of excess tax benefits in the income statement. Accordingly, we no longer classify excess tax benefits as a financing activity subsequent to January 1, 2017.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance will replace most existing revenue recognition guidance in GAAP when it becomes effective. These new requirements are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those annual periods. We do not believe the new revenue recognition standard will materially impact our recognition of the primary fees received from customers for our cloud-based supply chain solutions. We believe the adoption of the new standard could impact our accounting for certain upfront set-up fees and the periods over which the related revenues are recognized, as well as the timing of cost recognition for sales commissions and other contract acquisition costs. We are currently evaluating implementation methods and the extent of the impact that implementation of this standard will have on our consolidated financial statements upon adoption

In February 2016, the FASB issued ASU 2016-02, *Leases* which will supersede the existing lease guidance and will require all leases with a term greater than 12 months to be recognized in the statements of financial position and eliminate current real estate-specific lease guidance, while maintaining substantially similar classification criteria for distinguishing between finance leases and operating leases. This standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. We believe the adoption of the new lease accounting standard will materially impact our consolidated financial statements by increasing our non-current assets and non-current liabilities on our consolidated balance sheets in order to record the right of use assets and related lease liabilities for our existing operating leases. We are in the process of determining the financial statement impact and are currently unable to estimate the impact on our consolidated financial statements.

NOTE B – Financial Instruments

We invest primarily in money market funds, highly liquid debt instruments of the U.S. government, and U.S. corporate debt securities. All highly liquid investments with original maturities of 90 days or less are classified as cash equivalents. All investments with original maturities greater than 90 days and remaining maturities less than one year from the balance sheet date are classified as short-term marketable securities. Investments with remaining maturities of more than one year from the balance sheet date are classified as marketable securities, non-current. Short-term marketable securities and marketable securities, non-current, are also classified as available-for-sale. We intend to hold marketable securities until maturity; however, we may sell these securities at any time for use in current operations or for other purposes. Consequently, we may or may not keep securities with stated holding periods to maturity.

Our fixed income investments are carried at fair value and unrealized gains and losses on these investments are included in other comprehensive income (loss) in the condensed consolidated statements of comprehensive income (loss). Realized gains or losses are included in other income (expense) in the condensed consolidated statements of comprehensive income (loss). When a determination has been made that an other-than-temporary decline in fair value has occurred, the amount of the decline that is related to a credit loss is realized and is included in other income (expense), net in the condensed consolidated statements of comprehensive income (loss).

Cash equivalents and marketable securities, consisted of the following:

	March 31, 2017		
	Amortized Cost	Unrealized Gains (Losses)	Fair Value
	(Dollars in thousands)		
Cash equivalents:			
Money market funds	$ 80,310	$ —	$ 80,310
Marketable securities:			
Corporate bonds	15,681	(120)	15,561
Commercial paper	4,995	—	4,995
U.S. treasury securities	7,489	8	7,497
	$108,475	$ (112)	$108,363
Due within one year			$105,860
Due within two years			2,503
Total			$108,363

	December 31, 2016		
	Amortized Cost	Unrealized Gains (Losses)	Fair Value
	(Dollars in thousands)		
Cash equivalents:			
Money market funds	$ 75,375	$ —	$ 75,375
Marketable securities:			
Corporate bonds	15,681	(96)	15,585
Commercial paper	4,977	10	4,987
U.S. treasury securities	7,489	10	7,499
U.S. agency obligations	2,497	3	2,500
	$106,019	$ (73)	$105,946
Due within one year			$ 98,452
Due within two years			7,494
Total			$105,946

We do not believe any of the unrealized losses represent an other-than-temporary impairment based on our valuation of available evidence as of March 31, 2017. We expect to receive the full principal and interest on all of these cash equivalents and marketable securities.

Fair Value Measurements

We measure certain financial assets at fair value on a recurring basis based on a fair value hierarchy that requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are:

- Level 1 – quoted prices in active markets for identical assets or liabilities
- Level 2 – observable inputs other than Level 1 prices, such as (a) quoted prices for similar assets or liabilities, (b) quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or (c) model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

Level 1 Measurements

Our cash equivalents held in money market funds are measured at fair value using level 1 inputs.

Level 2 Measurements

Our available-for-sale U.S. treasury securities, U.S. agency obligations, commercial paper and corporate debt securities are measured at fair value using level 2 inputs. We obtain the fair values of our level 2 available-for-sale securities from a professional pricing service.

The following tables present information about our financial assets that are measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value:

	March 31, 2017			
	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Assets:				
Cash and cash equivalents:				
Money market funds	$80,310	$ —	$ —	$ 80,310
Marketable securities:				
Corporate bonds	—	15,561	—	15,561
Commerical paper	—	4,995	—	4,995
U.S. treasury securities	—	7,497	—	7,497
Total	$80,310	$28,053	$ —	$108,363

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Assets:				
Cash and cash equivalents:				
Money market funds	$75,375	$ —	$ —	$ 75,375
Marketable securities:				
Corporate bonds	—	15,585	—	15,585
Commerical paper	—	4,987	—	4,987
U.S. treasury securities	—	7,499	—	7,499
U.S. agency obligations	—	2,500	—	2,500
Total	$75,375	$30,571	$ —	$105,946

We classify our cash and cash equivalents and marketable securities within Level 1 or Level 2 because we use quoted market prices or alternative pricing sources and models utilizing market observable inputs to determine their fair value.

NOTE C – Goodwill and Intangible Assets, net

Changes in the carrying amount of goodwill for the three months ended March 31, 2017 and 2016 are as follows:

	2017
	(Dollars in thousands)
Balances, January 1	$ 49,777
Goodwill acquired during the period	—
Foreign currency translation adjustments	512
Balances, March 31	$ 50,289

Intangible assets subject to amortization primarily include subscriber relationships, non-competition agreements and acquired technology and are amortized over their respective useful lives (ranging from 1 to 9 years).

	March 31, 2017			
	Carrying Amount	Accumulated Amortization	Foreign Currency Translation	Net
	(Dollars in thousands)			
Subscriber relationships	$ 34,350	$ (16,633)	$ 187	$17,904
Non-competition agreements	2,499	(1,910)	17	606
Technology and other	2,131	(1,264)	12	879
	$ 38,980	$ (19,807)	$ 216	$19,389

	December 31, 2016			
	Carrying Amount	Accumulated Amortization	Foreign Currency Translation	Net
	(Dollars in thousands)			
Subscriber relationships	$ 33,736	$ (15,708)	$ 295	$18,323
Non-competition agreements	2,234	(1,818)	17	433
Technology and other	2,089	(1,120)	63	1,032
	$ 38,059	$ (18,646)	$ 375	$19,788

Information regarding intangible assets included on our consolidated balance sheets is as follows:

Total amortization expense for intangible assets during the three months ended March 31, 2017 and 2016 was $1.2 million and $1.2 million, respectively. The estimated annual amortization expense related to intangible assets subject to amortization for the next five years is as follows:

	(Dollars in thousands)
Remainder of 2017	$ 3,322
2018	3,927
2019	3,636
2020	3,290
2021	2,453
Thereafter	2,761
	$ 19,389

NOTE D – Commitments and Contingencies

Operating Leases

At March 31, 2017, our future minimum payments under operating leases were as follows:

	(Dollars in thousands)
Remainder of 2017	$ 2,438
2018	3,128
2019	3,217
2020	1,814
2021	1,035
Thereafter	1,174
	$ 12,806

NOTE E – Stock-Based Compensation

Our equity compensation plans provide for the grant of incentive and nonqualified stock options, as well as other stock-based awards including restricted stock, restricted stock units and performance share units, to employees, non-employee directors and other consultants who provide services to us. Restricted stock awards result in the issuance of new shares when granted. For other stock-based awards, new shares are issued when the award is exercised, vested or released according to the terms of the agreement. In February 2017, 1,024,868 additional shares were reserved for future issuance under our 2010 Equity Incentive Plan. As of March 31, 2017, there were approximately 4.5 million shares available for grant under approved equity compensation plans.

We recorded stock-based compensation expense of $2.3 million and $1.9 million for the three months ended March 31, 2017 and 2016, respectively. This expense was allocated as follows:

	Three Months Ended March 31,	
	2017	2016
	(Dollars in thousands)	
Cost of revenues	$ 451	$ 280
Operating expenses		
Sales and marketing	517	654
Research and development	229	138
General and administrative	1,103	855
Total stock-based compensation expense	$ 2,300	$ 1,927

As of March 31, 2017, there was approximately $23.4 million of unrecognized stock-based compensation expense under our equity compensation plans, which is expected to be recognized on a straight-line basis over a weighted average period of 3.0 years.

Stock Options

Stock options generally vest over four years and have a contractual term of seven to ten years from the date of grant. Our stock option activity was as follows:

	Options	Weighted Average Exercise Price
	(#)	($/share)
Outstanding at December 31, 2016	1,016,012	$ 44.72
Granted	147,848	55.70
Exercised	(54,564)	18.99
Forfeited	(5,267)	54.03
Outstanding at March 31, 2017	1,104,029	47.42

Of the total outstanding options at March 31, 2017, 630,995 were exercisable with a weighted average exercise price of $42.11 per share. The total outstanding options had a weighted average remaining contractual life of 4.73 years.

The weighted average grant date fair value of options granted during the first three months of 2017 was $55.70 and this was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

Volatility	37.5%
Dividend yield	0%
Life (in years)	4.6
Risk-free interest rate	1.88%

Performance Share Units

In February 2017, our executive officers were granted performance share unit ("PSU") awards with vesting contingent on successful attainment of pre-determined revenue targets over the course of a three-year performance period (fiscal years 2017 – 2019). During the three months ended March 31, 2017, expense of $169,000 was recognized for PSU awards.

Restricted Stock Units and Awards

Restricted stock units vest over four years and, upon vesting, the holder is entitled to receive shares of our common stock. With restricted stock awards, shares of our common stock are issued when the award is granted and the restrictions lapse over one year.

Activity for our restricted stock units and PSUs was as follows:

	Restricted Stock Units	Weighted Average Grant Date Fair Value
	(#)	($/share)
Outstanding at December 31, 2016	189,042	$ 54.14
Granted	203,680	55.70
Vested and common stock issued	(64,818)	53.63
Forfeited	(2,052)	54.00
Outstanding at March 31, 2017	325,852	55.22

The number of restricted stock units outstanding at March 31, 2017 included 4,316 units that have vested, but for which shares of common stock have not yet been issued pursuant to the terms of the agreement.

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Our restricted stock awards activity was as follows:

	Restricted Stock Awards (#)	Weighted Average Grant Date Fair Value ($/share)
Outstanding at December 31, 2016	1,524	$ 52.28
Restricted common stock issued	—	—
Restrictions lapsed	(1,524)	52.28
Forfeited	—	—
Outstanding at March 31, 2017	—	—

Employee Stock Purchase Plan

Our employee stock purchase plan allows participating employees to purchase shares of our common stock at a discount through payroll deductions. The plan is available to all employees subject to certain eligibility requirements. Participating employees may purchase common stock, on a voluntary after tax basis, at a price that is the lower of 85% of the fair market value of one share of common stock at the beginning or end of each stock purchase period. The plan consists of two six-month offering periods, beginning on January 1 and July 1 of each calendar year, respectively. A total of 1.1 million shares of common stock are reserved for issuance under the plan.

For the offering period that began on January 1, 2017, we withheld approximately $616,000 from employees participating in the plan as of March 31, 2017.

For the three months ended March 31, 2017, we recorded approximately $138,000 of stock-based compensation expense associated with the employee stock purchase plan. The fair value was estimated based on the market price of our common stock at the beginning of the offering period using the Black-Scholes option pricing model with the following assumptions:

Volatility	26.0%
Dividend yield	0%
Life (in years)	0.5
Risk-free interest rate	0.62%

NOTE F – Income Taxes

We record our interim provision for income taxes by applying our estimated annual effective tax rate to our year-to-date pretax income and adjust the provision for discrete tax items recorded in the period. Differences between our effective tax rate and statutory tax rates are primarily due to the impact of permanently non-deductible expenses partially offset by the federal research and development credit. Additionally, under ASU 2016-09, excess tax benefits generated upon settlement or exercise of stock awards are now recognized as a reduction to income tax expense as a discrete tax item in the quarter that the event occurs creating potentially significant fluctuation in tax expense by quarter and by year. Our provisions for income taxes included current federal, foreign and state income tax expense, as well as deferred tax expense.

As of March 31, 2017 we do not have any unrecognized tax benefits nor any accrued interest or tax penalties.

NOTE G – Net Income Per Share

Basic net income per share has been computed using the weighted average number of shares of common stock outstanding during each period. Diluted net income per share also includes the impact of our outstanding potential common shares, including options and restricted stock units. Potential common shares that are anti-dilutive are excluded from the calculation of diluted net income per share.

The following table presents the components of the computation of basic and diluted net income per share for the periods indicated (in thousands, except per share amounts):

	Three Months Ended March 31,	
	2017	**2016**
Numerator		
Net income	$ 2,971	$ 1,044
Denominator		
Weighted average common shares outstanding, basic	17,154	16,783
Options to purchase common stock	199	244
Restricted stock units	40	—
Employee stock purchase plan	—	2
Weighted average common shares outstanding, diluted	17,393	17,029
Net income per share		
Basic	$ 0.17	$ 0.06
Diluted	$ 0.17	$ 0.06

The effect of approximately 269,000 and 325,000 outstanding potential common shares was excluded from the calculation of diluted net income per share for the three months ended March 31, 2017 and 2016, respectively, as they were anti-dilutive.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are a leading provider of cloud-based supply chain management solutions, providing network-proven fulfillment, sourcing, and item assortment management solutions, along with comprehensive retail performance analytics to thousands of customers worldwide. We provide our solutions through the SPS Commerce platform, a cloud-based product suite that improves the way suppliers, retailers, distributors and logistics firms orchestrate the sourcing, set up of new vendors and items, and fulfillment of the products that customers buy from retailers and suppliers. We derive the majority of our revenues from thousands of monthly recurring subscriptions from businesses that utilize our solutions.

We plan to continue to grow our business by further penetrating the supply chain management market, increasing revenues from our customers as their businesses grow, expanding our distribution channels, expanding our international presence and, from time to time, developing new solutions and applications. We also intend to selectively pursue acquisitions that will add customers, allow us to expand into new regions or allow us to offer new functionalities.

For the three months ended March 31, 2017, our revenues were $51.9 million, an increase of 14% from the comparable period in 2016, and represented our 65th consecutive quarter of increased revenues. Total operating expenses increased 6% for the same period in 2017 from 2016.

Key Financial Terms and Metrics

We have several key financial terms and metrics, including annualized average recurring revenues per recurring revenue customer, which we also refer to as wallet share. During the three months ended March 31, 2017, there were no changes in the definitions of our key financial terms and metrics, which are discussed in more detail under the heading "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on February 27, 2017.

To supplement our financial statements, we also provide investors with Adjusted EBITDA and non-GAAP income per share, both of which are non-GAAP financial measures. We believe that these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to our financial condition and results of operations. Our management uses these non-GAAP measures to compare the company's performance to that of prior periods for trend analyses and planning purposes. Adjusted EBITDA is also used for purposes of determining executive and senior management incentive compensation. These measures are presented to our board of directors.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). These non-GAAP financial measures exclude significant expenses and income that are required by GAAP to be recorded in our financial statements and are subject to inherent limitations. Investors should review the reconciliations of non-GAAP financial measures to the comparable GAAP financial measures that are included in this "*Management's Discussion and Analysis of Financial Condition and Results of Operations.*"

Critical Accounting Policies and Estimates

This discussion of our financial condition and results of operations is based upon our condensed consolidated financial statements, which are prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that we believe to be reasonable. Our actual results may differ from these estimates under different assumptions or conditions.

A critical accounting policy is one that is both material to the presentation of our financial statements and requires us to make difficult, subjective or complex judgments for uncertain matters that could have a material effect on our financial condition and results of operations. Accordingly, we believe that our policies for revenue recognition, the allowance for doubtful accounts, income taxes, stock-based compensation and the valuation of goodwill and purchased intangible assets are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

During the three months ended March 31, 2017, there were no changes in our significant accounting policies or estimates. See Note A to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission on February 27, 2017, for additional information regarding our accounting policies.

Results of Operations

The following table presents our results of operations for the periods indicated (dollars in thousands):

	Three Months Ended March 31,				Change	
	2017		2016			
		% of revenue		% of revenue	$	%
Revenues	$51,932	100.0%	$45,599	100.0%	$6,333	13.9%
Cost of revenues	17,330	33.4	14,881	32.6	2,449	16.5
Gross profit	34,602	66.6	30,718	67.4	3,884	12.6
Operating expenses						
Sales and marketing	17,079	32.9	15,889	34.8	1,190	7.5
Research and development	5,105	9.8	5,069	11.1	36	0.7
General and administrative	7,827	15.1	7,285	16.0	542	7.4
Amortization of intangible assets	1,215	2.3	1,161	2.5	54	4.7
Total operating expenses	31,226	60.1	29,404	64.5	1,822	6.2
Income from operations	3,376	6.5	1,314	2.9	2,062	156.9
Other income (expense)						
Interest income, net	191	0.4	145	0.3	46	31.7
Other income (expense), net	(60)	(0.1)	293	0.6	(353)	(120.5)
Total other income (expense), net	131	0.3	438	1.0	(307)	(70.1)
Income before income taxes	3,507	6.8	1,752	3.8	1,755	100.2
Income tax expense	(536)	(1.0)	(708)	(1.6)	172	(24.3)
Net income	$ 2,971	5.7	$ 1,044	2.3	1,927	184.6

Due to rounding, totals may not equal the sum of the line items in the table above.

Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016

Revenues. Revenues for the three months ended March 31, 2017 increased $6.3 million, or 14%, to $51.9 million from $45.6 million for the same period in 2016. The increase in revenues resulted from two primary factors: an increase in recurring revenue customers and the increase in annualized average recurring revenues per recurring revenue customer, which we also refer to as wallet share.

- The number of recurring revenue customers increased 5% to 25,001 at March 31, 2017 from 23,817 at March 31, 2016.
- Annualized average recurring revenues per recurring revenue customer, or wallet share, increased 9% to $7.7 million for the three months ended March 31, 2017 from $7.1 million for the same period in 2016. This increase in wallet share was primarily attributable to increased fees resulting from increased usage of our solutions by our recurring revenue customers and growth in larger customers.

Recurring revenues from recurring revenue customers accounted for 92% of our total revenues, respectively, for the three months ended March 31, 2017, compared to 91% for the same period in 2016. We anticipate that the number of recurring revenue customers and wallet share will continue to increase as we increase the number of solutions we offer and increase the penetration of those solutions across our customer base.

Cost of Revenues. Cost of revenues for the three months ended March 31, 2017 increased $2.4 million, or 16%, to $17.3 million from $14.9 million for the same period in 2016. The increase in cost of revenues for the three-month period in 2017 was primarily due to an increase in personnel-related costs of $1.8 million, driven by increased headcount and an increase of $640,000 in consulting costs. Compared to the same period in 2016, stock-based compensation expense increased by $172,000 and occupancy costs increased by $79,000. Additionally, as we continued to invest in the infrastructure supporting our platform, costs for software and cloud-based subscriptions increased by $393,000 and depreciation expense increased by $122,000 compared to the same period in 2016. As a percentage of revenues, costs of revenues were 33% for the three months ended March 31, 2017, compared to 33% for the same period in 2016. Going forward, we anticipate that costs of revenues will increase in absolute dollars as we continue to expand our business.

Sales and Marketing Expenses. Sales and marketing expenses for the three months ended March 31, 2017 increased $1.2 million, or 7%, to $17.1 million from $15.9 million for the same period in 2016. The increase in sales and marketing expenses for the three-month period in 2017 was primarily due to increased headcount, which resulted in an increase of $714,000 in personnel-related costs, as well as an increase of $457,000 in variable compensation of earned by sales personnel and referral partners from new business compared to the same period in 2016. As a percentage of revenues, sales and marketing expenses were 33% for the three months ended March 31, 2017, compared to 35% for the same period in 2016. As we expand our business, we will continue to add resources to our sales and marketing efforts over time, and we expect that these expenses will continue to increase in absolute dollars.

Research and Development Expenses. Research and development expenses for the three months ended March 31, 2017 remained flat at $5.1 million compared to expenses of $5.1 million for the same period in 2016. During the three-month period in 2017, costs of software subscriptions increased by $210,000 and personnel costs increased by $177,000, but these increased costs were offset by an increase of $380,000 in the amount of internal labor capitalized for internal-use software development, which reduced the current period expense by that amount. As a percentage of revenues, research and development expenses were 10% for the three months ended March 31, 2017 compared to 11% for the same period in 2016. As we enhance and expand our solutions and applications, we expect that research and development expenses will continue to increase in absolute dollars.

General and Administrative Expenses. General and administrative expenses for the three months ended March 31, 2017 increased $542,000, or 7%, to $7.8 million from $7.3 million for the same period in 2016. The increase in general and administrative expenses for the three-month period in 2017 was due to headcount growth, which resulted in an increase of $261,000 in personnel-related costs and an increase of $247,000 in stock based compensation expense compared to the same period in 2016. Additionally, costs of software subscriptions increased by $289,000, while legal, audit and tax fees decreased by $149,000 compared to the same period in 2016. As a percentage of revenues, general and administrative expenses were 15% for the three months ended March 31, 2017 compared to 16% for the same period in 2016. Going forward, we expect that general and administrative expenses will continue to increase in absolute dollars as we expand our business.

Other Income. Other income for the three months ended March 31, 2016 included $365,000 for an adjustment of the fair value of the Toolbox Solutions share-based earn-out liability due to the change in the stock price from date of acquisition through March 31, 2016. As that contingent consideration arrangement was settled in 2016, there is no comparable income for the three months ended March 31, 2017.

Income Tax Expense. We recorded income tax expense of $536,000 for the three months ended March 31, 2017 compared to income tax expense of $708,000 for three months ended March 31, 2016. The decrease in income tax expense for the three-month period in 2017 was primarily due increased pretax book income, offset by discrete tax benefits from the adoption of ASU 2016-09 relating to stock-based compensation. Under ASU 2016-09, excess tax benefits generated upon the settlement or exercise of stock awards are no longer recognized as additional paid-in capital but are instead recognized as a reduction to income tax expense. As a result of recording these excess tax benefits in income tax expense, we expect that our annual effective income tax rate will be more volatile than it has been historically.

Adjusted EBITDA. Adjusted EBITDA, which is a non-GAAP measure of financial performance, consists of net income plus depreciation and amortization, interest expense, interest income, income tax expense, stock-based compensation expense and other adjustments as necessary for a fair presentation. Other adjustments included the impact of the fair value adjustment for the Toolbox Solutions share-based earn-out liability. The following table provides a reconciliation of net income to Adjusted EBITDA:

	Three Months Ended March 31,	
	2017	**2016**
	(Dollars in thousands)	
Net income	$ 2,971	$ 1,044
Depreciation and amortization of property and equipment	1,691	1,626
Amortization of intangible assets	1,215	1,161
Interest income, net	(191)	(145)
Income tax expense	536	708
Other	—	(365)
EBITDA	6,222	4,029
Stock-based compensation expense	2,300	1,927
Adjusted EBITDA	$ 8,522	$ 5,956

Non-GAAP Income per Share. Non-GAAP income, which is also a non-GAAP measure of financial performance, consists of net income plus stock-based compensation expense, amortization expense related to intangible assets and – for the three months ended March 31, 2016 – other income related to the adjustment of the fair value of the Toolbox Solutions share-based earn-out liability. Non-GAAP income per share is non-GAAP income divided by the weighted average number of shares of common stock outstanding during each period.

Additionally, pursuant to recent Compliance and Disclosure Interpretations published by the U.S. Securities and Exchange Commission in May 2016 related to the use of non-GAAP financial measures, we now include an adjustment to non-GAAP income to reflect the income tax effects of the adjustments to GAAP net income, as discussed above. To quantify these tax effects, we recalculate income tax expense excluding the direct book and tax effects of the specific items constituting the non-GAAP adjustments. The difference between this recalculated income tax expense and GAAP income tax expense is presented as the income tax effect of the non-GAAP adjustments. The following table provides a reconciliation of net income to non-GAAP income per share (the prior period information has been revised to reflect the income tax effects of non-GAAP adjustments):

	Three Months Ended March 31,	
	2017	2016
	(Dollars in thousands, except per share amounts)	
Net income	$ 2,971	$ 1,044
Stock-based compensation expense	2,300	1,927
Amortization of intangible assets	1,215	1,161
Other	—	(365)
Income tax effects of adjustments	(2,133)	(1,066)
Non-GAAP income	$ 4,353	$ 2,701
Shares used to compute non-GAAP income per share		
Basic	17,154	16,783
Diluted	17,393	17,029
Non-GAAP income per share		
Basic	$ 0.25	$ 0.16
Diluted	$ 0.25	$ 0.16

Liquidity and Capital Resources

At March 31, 2017, our principal sources of liquidity were cash, cash equivalents and marketable securities of $156.8 million and accounts receivable, net of allowance for doubtful accounts, of $22.7 million. Marketable securities are invested in accordance with our investment policy, with a goal of maintaining liquidity and capital preservation. Our cash equivalents and marketable securities are held in highly liquid money market funds, commercial paper, federal agency securities, and corporate debt securities.

Net Cash Flows from Operating Activities

Net cash provided by operating activities was $10.4 million and $6.9 million for the three months ended March 31, 2017 and 2016, respectively. The increase in operating cash flows as compared to the same period in 2016 was primarily due to increased net income along with increases in deferred revenue and accrued expenses, partially offset by an increase in deferred costs, a decrease in accrued compensation and the timing of payments for accounts payable.

Net Cash Flows from Investing Activities

Net cash provided by investing activities was $706,000 for the three months ended March 31, 2017 compared to net cash used in investing activities of $20.1 million for the three months ended March 31, 2016. The increase in net cash flows from investing activities from period to period was primarily due to the fact that we used cash for the acquisition of Toolbox Solutions for $17.9 million in the first quarter of 2016 and did not have a similar acquisition in 2017. For the three months ended March 31, 2017 and 2016, we had capital expenditures of $1.3 million and $2.1 million, respectively. Our capital expenditures are for supporting our business growth and existing customer base, as well as for our internal use such as equipment for our employees.

Net Cash Flows from Financing Activities

Net cash provided by financing activities was $1.0 million and $2.1 million for the three months ended March 31, 2017 and 2016, respectively, related to the exercise of stock options.

Effect of Foreign Currency Exchange Rate Changes

Our results of operations and cash flows were not materially affected by fluctuations in foreign currency exchange rates. We maintain approximately 10% of our total cash and cash equivalents outside of the United States in foreign currencies, primarily in Australian and Canadian dollars. We believe that a significant change in foreign currency exchange rates or an inability to access these funds would not affect our ability to meet our operational needs.

Adequacy of Capital Resources

Our future capital requirements may vary significantly from those now planned and will depend on many factors, including:

- costs to develop and implement new solutions and applications, if any;
- sales and marketing resources needed to further penetrate our market and gain acceptance of new solutions and applications that we may develop;
- expansion of our operations in the United States and internationally;
- response of competitors to our solutions and applications; and,
- use of capital for acquisitions, if any.

Historically, we have experienced increases in our expenditures consistent with the growth in our operations and personnel, and we anticipate that our expenditures will continue to increase as we expand our business.

We believe our cash, cash equivalents, marketable securities and our cash flows from operations will be sufficient to meet our working capital and capital expenditure requirements for at least the next twelve months.

Inflation and changing prices did not have a material effect on our business during the three months ended March 31, 2017 and we do not expect that inflation or changing prices will materially affect our business in the foreseeable future.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt. Additionally, we are not a party to any derivative contracts or synthetic leases.

Contractual and Commercial Commitment Summary

Our contractual obligations and commercial commitments as of March 31, 2017 are summarized below:

	Payments Due By Period (in thousands)				
Contractual Obligations	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Operating lease obligations	$12,806	$ 3,224	$6,382	$2,199	$ 1,001

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Sensitivity Risk

The principal objectives of our investment activities are to preserve principal, provide liquidity and maximize income consistent with minimizing risk of material loss. We are exposed to market risk related to changes in interest rates. However, based on the nature and current level of our investments (primarily cash and cash equivalents, which approximate fair value due to their short maturities, and marketable securities), we believe there is no material risk exposure. We do not enter into investments for trading or speculative purposes.

We did not have any outstanding debt as of March 31, 2017. Therefore, we do not have any material risk to interest rate fluctuations.

Foreign Currency Exchange Risk

We have revenue, expenses, assets and liabilities that are denominated in currencies other than the U.S. dollar, primarily the Australian and Canadian dollars. As we expand internationally, our results of operations and cash flows will be impacted by foreign currency fluctuations. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency exchange risk, although we may do so in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2017.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. – OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings. From time to time, we may be named as a defendant in legal actions or otherwise be subject to claims arising from our normal business activities. Any such actions, even those that lack merit, could result in the expenditure of significant financial and managerial resources. We believe that we have obtained adequate insurance coverage or rights to indemnification in connection with potential legal proceedings that may arise.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed under the heading *"Risk Factors"* in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on February 27, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

Not Applicable.

Item 6. Exhibits

The exhibits filed as part of this Quarterly Report on Form 10-Q are listed in the Exhibit Index immediately following the signatures to this report.

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SIGNATURES

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

Dated: April 28, 2017	**SPS COMMERCE, INC.**
	/s/ KIMBERLY K. NELSON
	Kimberly K. Nelson
	Executive Vice President and Chief Financial Officer
	(principal financial and accounting officer)

EXHIBIT INDEX

Exhibit Number	*Description*
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3 (File No. 333-182097) filed with the Commission on September 13, 2012).
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to our Registration Statement on Form S-1/A (File No. 333-163476) filed with the Commission on March 5, 2010).
10.1	Form of Performance Stock Unit Agreement under the Company's 2010 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to our Current Report filed on Form 8-K (File No. 001-34702) filed on February 14, 2017). **
10.2	Form of Restricted Stock Unit Agreement, as amended, under the Company's 2010 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to our Current Report filed on Form 8-K (File No. 001-34702) filed on February 14, 2017). **
31.1	Certification of Principal Executive Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
31.2	Certification of Principal Financial Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
101	Interactive Data Files Pursuant to Rule 405 of Regulation S-T (filed herewith).

** Indicates management contract or compensatory plan or arrangement.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Archie C. Black, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SPS Commerce, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ ARCHIE C. BLACK
Archie C. Black
President and Chief Executive Officer
(principal executive officer)
April 28, 2017

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Kimberly K. Nelson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of SPS Commerce, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ KIMBERLY K. NELSON
Kimberly K. Nelson
Executive Vice President and Chief Financial Officer
(principal financial and accounting officer)
April 28, 2017

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. §1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of SPS Commerce, Inc. (the "Company") for the period ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Executive Officer and the Chief Financial Officer of the Company, hereby certify, pursuant to and for purposes of 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ARCHIE C. BLACK
Archie C. Black
President and Chief Executive Officer
(principal executive officer)

/s/ KIMBERLY K. NELSON
Kimberly K. Nelson
Executive Vice President and Chief Financial Officer
(principal financial and accounting officer)

April 28, 2017