

**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**

**November 4, 2020
Date of report (Date of earliest event reported)**

SPS COMMERCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State
of Incorporation)

001-34702
(Commission
File Number)

41-2015127
(I.R.S. Employer
Identification No.)

**333 South Seventh Street, Suite 1000
Minneapolis, MN**
(Address of Principal Executive Offices)

55402
(Zip Code)

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

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	SPSC	The Nasdaq Stock Market LLC (Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.03 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Increase in the Size of the Board of Directors

On November 4, 2020, our board of directors increased the size of the board from seven to eight directors.

Election of Anne Sempowski Ward to the Board

On November 4, 2020, the board elected Anne Sempowski Ward to serve as a member of the board effective immediately. Ms. Ward is 48 years old and currently serves as the chief executive officer at CURiO Brands, a consumer goods company that manufactures and sells personal care and home fragrance products. Prior to CURiO Brands, Ms. Ward served as the chief executive officer of The Thymes, LLC from April 2012 until January 2016 when it merged with DPM Fragrance to become CURiO Brands. In July 2008, Ms. Ward co-founded The FORWARD Group, a consulting firm focused on growth strategies for mid-sized companies and key executives, and served as its chief executive officer until April 2012. From October 2007 until July 2010, Ms. Ward was with Johnson Publishing Company, serving as the president and chief operating officer of its Ebony, Jet and Fashion Fair Cosmetics business units. Prior to that, Ms. Ward served as an assistant vice president for The Coca-Cola Company from September 2006 until September 2007 and held various positions with Procter & Gamble between May 1994 and August 2006, most recently as associate marketing director, beauty. Ms. Ward also serves on the board of directors of Vanda Pharmaceuticals, Inc. and Spectrum Brands Holdings, Inc.

Ms. Ward will receive our standard compensation for non-employee directors, with the cash compensation prorated to her appointment date, as described in our proxy statement for the 2020 annual meeting of stockholders, which was filed on April 6, 2020. Consistent with our past practices, Ms. Ward will also receive an initial stock option grant to purchase up to \$170,000 of shares of our common stock in connection with her initial appointment to the board, calculated as the grant date fair value of the option computed in accordance with ASC Topic 718. This award vests in equal monthly installments over three years commencing on the first day of the calendar month following her initial appointment to the board, provided she remains a member of the board as of each vesting date. Such stock options will have an exercise price equal to the fair market value of our common stock on the date of grant in accordance with our 2010 Equity Incentive Plan. These stock options will be granted on the fifth trading day following our release of earnings for our 2020 fiscal year.

There is no arrangement or understanding between Ms. Ward and any other persons pursuant to which she was selected as a director of our company. Additionally, there is no transaction between Ms. Ward and our company that would require disclosure under Item 404(a) of Regulation S-K. The board has determined that Ms. Ward is independent under the listing standards of the Nasdaq Global Market.

Item 7.01 **Regulation FD Disclosure**

On November 6, 2020, we issued a press release in connection with Ms. Ward's appointment to the Board. Attached hereto as Exhibit 99.1 and incorporated herein by reference, is a copy of the press release. In accordance with General Instruction B.2 of Form 8-K, the information in this report under this heading, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press Release, dated November 6, 2020	Filed electronically herewith
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	Filed electronically herewith

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 hereunto duly authorized.

SPS COMMERCE, INC.

Date: November 6, 2020

By: /s/ KIMBERLY K. NELSON

Kimberly K. Nelson

Executive Vice President and Chief Financial Officer

SPS Commerce Announces Appointment of Anne Sempowski Ward to its Board of Directors

Retail Executive Brings Decades of Industry Expertise in Leadership Roles
with High-Growth Brands

Minneapolis, Minn. Nov. 6, 2020. SPS Commerce, Inc. (NASDAQ: SPSC) today announced that Anne Sempowski Ward has joined its board of directors.

“We are delighted to have Ms. Ward join the SPS Commerce board of directors,” said Archie Black, president and CEO of SPS Commerce. “Her leadership roles across retail companies of all sizes bring a unique perspective and one that we are honored to have influencing the future of SPS.”

Ward has more than 28 years of retail and consumer goods experience. She currently serves as the CEO of CURiO Brands and as a board member at Spectrum Brands and Vanda Pharmaceuticals, with previous executive roles at The Coca-Cola Company and Procter & Gamble.

“SPS is a business and technology partner that retail companies of all sizes rely on,” said Anne Sempowski Ward. “I look forward to working as part of the board and with the SPS leadership team as the company continues to grow their retail network and global customer base. The future of retail is changing fast, and SPS is at the forefront of equipping retailers and suppliers with the technology and services they need to stay ahead.”

About SPS Commerce

SPS Commerce is the world’s leading retail network, connecting trading partners around the globe to optimize supply chain operations for all retail partners. We support data-driven partnerships with innovative cloud technology, customer-obsessed service and accessible experts so our customers can focus on what they do best. To date, more than 90,000 companies in retail, distribution, grocery and e-commerce have chosen SPS as their retail network. SPS has achieved 79 consecutive quarters of revenue growth and is headquartered in Minneapolis. For additional information, contact SPS at 866-245-8100 or visit www.spscommerce.com.

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