

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Black Archie C.</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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/08/2013		A		12,176 <sup>(1)</sup>	A	\$0.00	24,649	D	
Common Stock	02/11/2013		M		2,993	A	\$0.3745	27,642	D	
Common Stock	02/11/2013		S		2,993	D	\$38.1704 <sup>(2)</sup>	24,649	D	
Common Stock	02/12/2013		M		2,200	A	\$0.3745	26,849	D	
Common Stock	02/12/2013		S		2,200	D	\$37.8425 <sup>(3)</sup>	24,649	D	
Common Stock								200	I	By son - I
Common Stock								200	I	By son - II
Common Stock								200	I	By son - III
Common Stock								200	I	By son - IV

**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)	\$39.01	02/08/2013		A		33,929		(4)	02/08/2023	Common Stock	33,929	\$0.00	33,929	D	
Employee Stock Option (Right to Buy)	\$0.3745	02/11/2013		M		2,993		(5)	06/30/2014	Common Stock	2,993	\$0.00	6,016	D	
Employee Stock Option (Right to Buy)	\$0.3745	02/12/2013		M		2,200		(5)	06/30/2014	Common Stock	2,200	\$0.00	3,816	D	

**Explanation of Responses:**

- This reflects a restricted stock unit award. Each restricted stock unit represents a contingent right to receive one share of SPS Commerce, Inc. common stock. The restricted stock units vest as to (i) 1/4th of the Shares subject to this award on February 8, 2014, and (ii) 1/36th of the remaining Shares subject to this award on the 1st day of each month, commencing March 1, 2014.
- Reflects the weighted average price of \$38.1704 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 11, 2013 with sales prices ranging from \$37.90 to \$39.01 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 purchased or sold at each separate price.
- Reflects the weighted average price of \$37.8425 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 12, 2013 with sales prices ranging from \$37.60 to \$38.06 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 purchased or sold at each separate price.

