

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>CID Mezzanine Partners, L.P.</u>  (Last) (First) (Middle) 201 WEST 103RD STREET SUITE 200  (Street) INDIANAPOLIS IN 46290  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/27/2010		C		1,575,829	A	(1)	1,575,829	I	By CID Mezzanine Capital, L.P. <sup>(2)</sup>
Common Stock	04/27/2010		S		427,189	D	\$11.16	1,148,640	I	By CID Mezzanine Capital, L.P. <sup>(2)</sup>

**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				
Series A Convertible Preferred Stock	(1)	04/27/2010		C		82,102		(3)	(3)	Common Stock	82,102	\$0.00	0	I	By CID Mezzanine Capital, L.P. <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	04/27/2010		C		1,252,962		(3)	(3)	Common Stock	1,252,962	\$0.00	0	I	By CID Mezzanine Capital, L.P. <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	04/27/2010		C		240,765		(3)	(3)	Common Stock	240,765	\$0.00	0	I	By CID Mezzanine Capital, L.P. <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
CID Mezzanine Partners, L.P.  
 (Last) (First) (Middle)  
 201 WEST 103RD STREET  
 SUITE 200  
 (Street)  
 INDIANAPOLIS IN 46290  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CID MEZZANINE CAPITAL L P  
 (Last) (First) (Middle)  
 201 WEST 103RD STREET  
 SUITE 200

(Street)	INDIANAPOLIS	IN	46290
(City)		(State)	(Zip)

**Explanation of Responses:**

1. The securities converted into the Issuer's Common Stock at a rate of one-for-one.
2. Represents securities held directly by CID Mezzanine Capital, L.P, which is managed by CID Mezzanine Partners, L.P. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. The securities do not have an expiration date. Each share of Series A, Series B and Series C Convertible Preferred Stock automatically converted into shares of Common Stock in connection with the closing of the Issuer's initial public offering on April 27, 2010. Prior to its conversion into the Issuer's Common Stock, the Series A, Series B and Series C Convertible Preferred Stock was convertible at any time at the option of the holder.

**Remarks:**

/s/ Ryan R. Miske, on behalf of      04/29/2010  
CID Mezzanine Partners, L.P.  
/s/ Ryan R. Miske, on behalf of  
CID Mezzanine Partners, L.P., as      04/29/2010  
General Partner of CID  
Mezzanine Capital, L.P.  
 \*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**