

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒
Filed by a party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

SPS COMMERCE, INC.



(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
- ☐ Fee paid previously with preliminary materials
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



SPS COMMERCE, INC.
333 SOUTH SEVENTH STREET
SUITE 1000
MINNEAPOLIS, MN 55402

Your **Vote** Counts!

SPS COMMERCE, INC.

2024 Annual Meeting

Vote by May 15, 2024 11:59 PM ET. For shares
held in a Plan, vote by May 13, 2024 11:59 PM ET.



V36635-POS568-Z86964

You invested in SPS COMMERCE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 16, 2024.**

Get informed before you vote

View the Notice and Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the materials by requesting prior to May 2, 2024. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 16, 2024
8:00 AM CT

Virtually at:

www.virtualshareholdermeeting.com/SPSC2024

*Please check the meeting materials for any special requirements for meeting attendance.

Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---------------------|
| 1. Election of Directors Nominees: | |
| 1a. Chad Collins | ✓ For |
| 1b. James Ramsey | ✓ For |
| 1c. Marty Reaume | ✓ For |
| 1d. Tami Reller | ✓ For |
| 1e. Philip Soran | ✓ For |
| 1f. Anne Sempowski Ward | ✓ For |
| 1g. Sven Wehrwein | ✓ For |
| 2. Ratification of the selection of KPMG LLP as the independent auditor of SPS Commerce, Inc. for the fiscal year ending December 31, 2024. | ✓ For |
| 3. Advisory approval of the compensation of the named executive officers of SPS Commerce, Inc. | ✓ For |
| 4. Approval of an amendment to the Ninth Amended and Restated Certificate of the Incorporation of SPS Commerce, Inc. to allow for exculpation of officers as permitted by Delaware law. | ✓ For |
| NOTE: Such other business as may properly come before the meeting or any adjournment thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".