

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

Date of Report (Date of earliest event reported) **April 25, 2013**

SPS COMMERCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34702
(Commission File Number)

41-2015127
(IRS Employer Identification No.)

333 South Seventh Street, Suite 1000
Minneapolis, MN
(Address of principal executive offices)

55402
(Zip Code)

Registrant's telephone number, including area code: **(612) 435-9400**

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 (see General Instruction A.2. below):

- 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))

Item 2.02. Results of Operations and Financial Condition.

On April 25, 2013 we issued a press release disclosing our results of operations and financial condition for our first quarter ended March 31, 2013. In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in that filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99 Press Release dated April 25, 2013

SIGNATURE

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

SPS COMMERCE, INC.

Date: April 25, 2013

By: /s/ KIMBERLY K. NELSON

Name: Kimberly K. Nelson

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

No. Description

Manner of Filing

SPS Commerce Reports First Quarter 2013 Financial Results

Company Delivers 44% Revenue Growth and 47% Recurring Revenue Growth Over 2012

MINNEAPOLIS, April 25, 2013 (GLOBE NEWSWIRE) -- SPS Commerce, Inc. (Nasdaq:SPSC), a leading provider of on-demand supply chain management solutions, today announced financial results for the first quarter ended March 31, 2013.

Revenue in the first quarter of 2013 was \$23.8 million, a 44 % increase from the first quarter of 2012. Recurring revenue grew 47% from the first quarter of 2012.

Net income in the first quarter of 2013 was \$199,000 or \$0.01 per diluted share, compared to net income of \$256,000, or \$0.02 per diluted share, in the first quarter of 2012. Non-GAAP net income per diluted share was \$0.12, compared to non-GAAP net income per diluted share of \$0.09 in the first quarter of 2012. Adjusted EBITDA for the first quarter of 2013 increased 57% to \$2.9 million, compared to the first quarter of 2012.

"SPS Commerce continues to benefit from the rapidly evolving retail industry," said Archie Black, President and CEO of SPS Commerce. "As an industry leader focused on the retail supply chain, we're seeing momentum across all areas of our business, particularly in our analytics products. These powerful tools help manage inventory levels and product demand, allowing both suppliers and retailers to grow their businesses while creating strategic long term value for one another. Looking to the rest of the year, we are focused on execution, taking advantage of our market leadership position and the tailwinds we're experiencing throughout the retail ecosystem."

"We had a strong start to the year highlighted by 47% recurring revenue growth," said Kim Nelson, Chief Financial Officer. "We're pleased to announce that we're raising our revenue guidance for the year due to the momentum we're seeing in the business and the large market opportunity in front of us."

Guidance

For the second quarter of 2013, revenue is expected to be in the range of \$24.2 to \$24.7 million. Second quarter net income per diluted share is expected to be approximately breakeven with fully diluted weighted average shares outstanding of approximately 15.7 million shares. Non-GAAP net income per diluted share is expected to be in the range of \$0.11 to \$0.12. Adjusted EBITDA is expected to be in the range of \$2.7 to \$2.9 million. Non-cash, share-based compensation expense is expected to be approximately \$1.1 million and amortization expense is expected to be approximately \$720,000.

For the full year of 2013, revenue is expected to be in the range of \$99.0 to \$100.5 million, representing 28% to 30% growth over 2012. Full year net income per diluted share is expected to be in the range of \$0.03 to \$0.05 with fully diluted weighted average shares outstanding of approximately 15.8 million shares. Non-GAAP net income per diluted share is expected to be in the range of \$0.49 to \$0.51. Adjusted EBITDA is expected to be in the range of \$12.3 to \$12.8 million. Non-cash, share-based compensation expense is expected to be approximately \$4.4 million and amortization expense is expected to be approximately \$2.9 million.

Quarterly Conference Call

SPS Commerce will discuss its quarterly results today via teleconference at 3:30 p.m. Central Time (4:30 p.m. Eastern Time). To access the call, please dial (877) 312-7508, or outside the U.S. (253) 237-1184, with Conference ID# 31015343 at least five minutes prior to the 3:30 p.m. CT start time. A live webcast of the call will also be available at investors.spscommerce.com under the Events and Presentations menu. The replay will also be available on our website at investors.spscommerce.com.

About SPS Commerce

SPS Commerce perfects the power of your trading partner relationships with the industry's most broadly adopted, enterprise retail cloud services platform. As a leader in on-demand supply chain management solutions, we provide prewired, proven integrations and comprehensive retail performance analytics to thousands of customers worldwide. With a singular focus on the retail marketplace, we revolutionized traditional EDI systems by developing a platform that enables highly cost-effective and reliable trading partner collaboration. SPS Commerce has achieved 49 consecutive quarters of revenue growth and is headquartered in Minneapolis. For additional information, please contact SPS Commerce at 866-245-8100 or visit www.spscommerce.com.

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Use of Non-GAAP Financial Measures

To supplement its financial statements, SPS Commerce also provides investors with Adjusted EBITDA and non-GAAP net income per share, which are non-GAAP financial measures. SPS Commerce believes that these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. SPS Commerce's management uses these non-GAAP measures to compare the company's performance to that

of prior periods for trend analyses and planning purposes. It uses Adjusted EBITDA for purposes of determining executive and senior management incentive compensation. These measures are also presented to the company's board of directors.

EBITDA consists of net income plus depreciation and amortization, interest expense, interest income and income tax (benefit) expense. Adjusted EBITDA consists of EBITDA plus non-cash, stock-based compensation expense. SPS Commerce uses Adjusted EBITDA as a measure of operating performance because it assists the company in comparing performance on a consistent basis, as it removes from operating results the impact of the company's capital structure. SPS Commerce believes Adjusted EBITDA is useful to an investor in evaluating the company's operating performance because it is widely used to measure a company's operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets, and to present a meaningful measure of corporate performance exclusive of the company's capital structure and the method by which assets were acquired.

Non-GAAP net income per share consists of net income plus non-cash, stock-based compensation expense and amortization expense related to intangible assets divided by the weighted average number of shares of common stock outstanding during each period. SPS Commerce believes non-GAAP net income per share is useful to an investor because it is widely used to measure a company's operating performance.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with generally accepted accounting principles in the United States. These non-GAAP financial measures exclude significant expenses and income that are required by GAAP to be recorded in the company's financial statements and are subject to inherent limitations. SPS Commerce urges investors to review the reconciliation of its non-GAAP financial measures to the comparable GAAP financial measures that are included in this press release.

Forward-Looking Statements

This press release may contain forward-looking statements, including information about management's view of SPS Commerce's future expectations, plans and prospects, including our views regarding future execution within our business, the opportunity we see in the retail supply chain world and our performance for the second quarter and full year of 2013, within the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors which may cause the results of SPS Commerce to be materially different than those expressed or implied in such statements. Certain of these risk factors and others are included in documents SPS Commerce files with the Securities and Exchange Commission, including but not limited to, SPS Commerce's Annual Report on Form 10-K for the year ended December 31, 2012, as well as subsequent reports filed with the Securities and Exchange Commission. Other unknown or unpredictable factors also could have material adverse effects on SPS Commerce's future results. The forward-looking statements included in this press release are made only as of the date hereof. SPS Commerce cannot guarantee future results, levels of activity, performance or achievements. Accordingly, you should not place undue reliance on these forward-looking statements. Finally, SPS Commerce expressly disclaims any intent or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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

| | March 31, 2013 | December 31, 2012 |
|--|-------------------------------|----------------------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 72,559 | \$ 66,050 |
| Accounts receivable, less allowance for doubtful accounts of \$226 and \$227, respectively | 10,788 | 10,940 |
| Deferred costs, current | 7,860 | 7,346 |
| Deferred income taxes, current | 1,732 | 1,732 |
| Prepaid expenses and other current assets | <u>2,713</u> | <u>5,443</u> |
| Total current assets | 95,652 | 91,511 |
| PROPERTY AND EQUIPMENT, net | 7,589 | 7,670 |
| GOODWILL | 25,487 | 25,487 |
| INTANGIBLE ASSETS, net | 19,523 | 20,240 |
| OTHER ASSETS | | |
| Deferred costs, net of current portion | 3,396 | 3,202 |
| Deferred income taxes, net of current portion | 10,925 | 10,853 |
| Other non-current assets | <u>207</u> | <u>238</u> |
| | <u>\$ 162,779</u> | <u>\$ 159,201</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

| | | |
|--|--------------|--------------|
| Accounts payable | \$ 2,034 | \$ 1,857 |
| Accrued compensation and benefits | 6,697 | 6,038 |
| Accrued expenses and other current liabilities | 1,063 | 1,077 |
| Deferred revenue, current | <u>5,827</u> | <u>5,499</u> |
| Total current liabilities | 15,621 | 14,471 |

OTHER LIABILITIES

| | | |
|--|---------------|---------------|
| Deferred revenue, less current portion | 8,339 | 8,312 |
| Deferred rent | <u>1,830</u> | <u>1,601</u> |
| Total liabilities | <u>25,790</u> | <u>24,384</u> |

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; 15,001,667 and 14,812,759 shares issued and outstanding, respectively | 15 | 15 |
| Additional paid-in capital | 184,618 | 182,645 |
| Accumulated deficit | <u>(47,644)</u> | <u>(47,843)</u> |
| Total stockholders' equity | <u>136,989</u> | <u>134,817</u> |
| | <u>\$ 162,779</u> | <u>\$ 159,201</u> |

SPS COMMERCE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; in thousands, except per share amounts)

| | Three Months Ended March 31, | |
|---|---|---------------|
| | 2013 | 2012 |
| Revenues | \$ 23,752 | \$ 16,534 |
| Cost of revenues | <u>7,066</u> | <u>4,448</u> |
| Gross profit | <u>16,686</u> | <u>12,086</u> |
| Operating expenses | | |
| Sales and marketing | 9,225 | 6,447 |
| Research and development | 2,503 | 1,732 |
| General and administrative | 4,047 | 3,188 |
| Amortization of intangible assets | <u>717</u> | <u>260</u> |
| Total operating expenses | <u>16,492</u> | <u>11,627</u> |
| Income from operations | 194 | 459 |
| Other income (expense) | | |
| Interest income | 23 | 15 |
| Other expense | <u>(84)</u> | <u>(65)</u> |
| Total other expense, net | <u>(61)</u> | <u>(50)</u> |
| Income before income taxes | 133 | 409 |
| Income tax benefit (expense) | <u>66</u> | <u>(153)</u> |
| Net income | <u>\$ 199</u> | <u>\$ 256</u> |
| Net income per share | | |
| Basic | \$ 0.01 | \$ 0.02 |
| Diluted | \$ 0.01 | \$ 0.02 |
| Weighted average common shares used to compute net income per share | | |
| Basic | 14,884 | 12,163 |
| Diluted | 15,564 | 13,185 |

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in thousands)

| | Three Months Ended March 31, | |
|---|---|------------------|
| | 2013 | 2012 |
| Cash flows from operating activities | | |
| Net income | \$ 199 | \$ 256 |
| Reconciliation of net income to net cash provided by operating activities | | |
| Deferred income taxes | (72) | 142 |
| Depreciation and amortization of property and equipment | 1,171 | 592 |
| Amortization of intangible assets | 717 | 260 |
| Provision for doubtful accounts | 80 | 82 |
| Stock-based compensation | 924 | 612 |
| Changes in assets and liabilities | | |
| Accounts receivable | 72 | (105) |
| Deferred costs | (778) | (497) |
| Prepaid expenses and other current assets | 2,831 | (144) |
| Accounts payable | 177 | (171) |
| Accrued compensation and benefits | 659 | (570) |
| Accrued expenses and other current liabilities | 214 | 215 |
| Deferred revenue | 355 | 932 |
| Net cash provided by operating activities | <u>6,549</u> | <u>1,604</u> |
| Cash flows from investing activities | | |
| Purchases of property and equipment | <u>(1,089)</u> | <u>(630)</u> |
| Net cash used in investing activities | <u>(1,089)</u> | <u>(630)</u> |
| Cash flows from financing activities | | |
| Net proceeds from exercise of options to purchase common stock | 1,049 | 93 |
| Excess tax benefit from exercise of options to purchase common stock | -- | 11 |
| Net cash provided by financing activities | <u>1,049</u> | <u>104</u> |
| Net increase in cash and cash equivalents | 6,509 | 1,078 |
| Cash and cash equivalents at beginning of period | <u>66,050</u> | <u>31,985</u> |
| Cash and cash equivalents at end of period | <u>\$ 72,559</u> | <u>\$ 33,063</u> |

SPS COMMERCE, INC.

NON-GAAP RECONCILIATION

(Unaudited; in thousands, except per share amounts)

| | Three Months Ended March 31, | |
|---|---|-----------------|
| | 2013 | 2012 |
| Net income | \$ 199 | \$ 256 |
| Depreciation and amortization of property and equipment | 1,171 | 592 |
| Amortization of intangible assets | 717 | 260 |
| Interest income | (23) | (15) |
| Income tax (benefit) expense | <u>(66)</u> | <u>153</u> |
| EBITDA | 1,998 | 1,246 |
| Non-cash, stock-based compensation expense | <u>924</u> | <u>612</u> |
| Adjusted EBITDA | <u>\$ 2,922</u> | <u>\$ 1,858</u> |
| Net income | \$ 199 | \$ 256 |
| Non-cash, stock-based compensation expense | 924 | 612 |
| Amortization of intangible assets | <u>717</u> | <u>260</u> |
| Non-GAAP income | <u>\$ 1,840</u> | <u>\$ 1,128</u> |

Shares used to compute non-GAAP income per share

| | | |
|---------|--------|--------|
| Basic | 14,884 | 12,163 |
| Diluted | 15,564 | 13,185 |

Non-GAAP income per share

| | | |
|---------|---------|---------|
| Basic | \$ 0.12 | \$ 0.09 |
| Diluted | \$ 0.12 | \$ 0.09 |

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