

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) July 29, 2010

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 July 29, 2010 we issued a press release disclosing our results of operations and financial condition for our quarter and six months ended June 30, 2010. In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, 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 July 29, 2010

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: July 29, 2010

By: /s/ KIMBERLY K. NELSON

Name: Kimberly K. Nelson

Title: Executive Vice President and Chief Financial Officer

<u>No.</u>	<u>Description</u>	<u>Manner of Filing</u>
99	Press Release dated July 29, 2010	Filed Electronically

SPS Commerce Reports Second Quarter 2010 Financial Results

Company Delivers 38th Consecutive Quarter of Revenue Growth and Raises Full Year 2010 Guidance

MINNEAPOLIS, July 29, 2010 (GLOBE NEWSWIRE) -- SPS Commerce (Nasdaq:SPSC), a leading provider of on-demand supply chain management solutions, today announced financial results for the quarter ended June 30, 2010.

Revenue was \$10.9 million in the second quarter of 2010, compared to \$9.6 million in the second quarter of 2009, reflecting 14% growth in total revenue from the second quarter of 2009. Recurring revenue grew 23% from the second quarter of 2009.

Net income in the second quarter of 2010 was \$638,000 or \$0.05 per diluted share, compared to net income of \$657,000, or \$0.07 per diluted share, in the second quarter of 2009. Non-GAAP net income per diluted share was \$0.07, compared to non-GAAP net income per diluted share of \$0.08 in the second quarter of 2009. Adjusted EBITDA for the second quarter of 2010 was \$1.3 million, compared to \$1.1 million for the second quarter of 2009.

"Our unique value proposition is resonating across the entire supply chain, driving strong results in the second quarter," said Archie Black, President and CEO of SPS Commerce. "We continue to execute on our growth strategy by expanding our customer base through viral marketing and further penetrating our existing customer base with new solutions like Trading Partner Intelligence."

Revenue for the six months ended June 30, 2010 was \$21.2 million, compared to \$18.1 million for the comparable period in 2009. Net income for the six months ended June 30, 2010 was \$1.6 million, or \$0.15 per diluted share, compared to \$603,000, or \$0.07 per share, for the comparable period in 2009. Non-GAAP net income per diluted share for the six months ended June 30, 2010 was \$0.17, compared to \$0.09 for the comparable period in 2009. Adjusted EBITDA for the first six months of this year was \$2.7 million, compared to \$1.6 million for the first six months last year.

"We continue to grow both the number of recurring revenue customers and the annualized average recurring revenue per recurring revenue customer," said Kim Nelson, Chief Financial Officer of SPS Commerce. "In addition, recurring revenue grew 23% year over year, reflecting our solid performance and giving us the confidence to raise our full year guidance."

Guidance

- For the third quarter of 2010, revenue is expected to be in the range of \$11.1 to \$11.3 million, representing growth of 15% to 17% compared to the third quarter of 2009. Third quarter net income per diluted share is expected to be in the range of \$0.03 to \$0.04. Non-GAAP net income per diluted share is expected to be in the range of \$0.05 to \$0.06. Adjusted EBITDA is expected to be in the range of \$1.0 - \$1.1 million. Non-cash, share based compensation expense is expected to be approximately \$235,000.
- For the full year 2010, revenue is expected to be in the range of \$43.5 to \$44.1 million, representing growth of 15% to 17% over 2009. Net income per diluted share for the full year 2010 is expected to be in the range of \$0.17 to \$0.20. Non-GAAP net income per diluted share is expected to be in the range of \$0.23 to \$0.26. Adjusted EBITDA is expected to be in the range of \$4.4 to \$4.8 million. Non-cash, share based compensation expense is expected to be approximately \$700,000.

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, 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 <http://investors.spscommerce.com> under the Events & Presentations menu. An audio replay will be available between 6:30 p.m. CT July 29, 2010 and 10:59 p.m. CT August 12, 2010 by calling (800) 642-1687 or (706) 645-9291, with Conference ID 85784724. The replay will also be available on the Company's website at <http://investors.spscommerce.com>.

About SPS Commerce

SPS Commerce is a leading provider of on-demand supply chain management solutions, providing integration, collaboration, connectivity, visibility and data analytics to thousands of customers worldwide. We deliver our solutions over the Internet using a Software-as-a-Service model to improve the way suppliers, retailers, distributors and other customers manage and fulfill orders. Our SPSCommerce.net platform features pre-built integrations used by current and new customers alike, spanning 2,700 order management models across 1,300 retailers, grocers and distributors, as well as integrations to over 100 accounting, warehouse management, enterprise resource planning, and packing and shipping applications. More than 35,000 customers across more than 40 countries have used SPSCommerce.net, making it one of the largest trading partner integration centers. SPS Commerce has 38 consecutive quarters of increased revenues and is headquartered in Minneapolis. For additional information, please contact SPS Commerce at 8 66-245-8100 or visit www.spscommerce.com.

SPS Commerce is a registered trademark of SPS Commerce, Inc. SPSCommerce.net and the SPS Commerce logo are the property of SPS Commerce, Inc.

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 and income tax expense. Adjusted EBITDA consists of EBITDA plus non-cash, share-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, share-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. The following tables provide reconciliations of net income to Adjusted EBITDA and non-GAAP net income per share (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net income	\$ 638	\$ 657	\$ 1,557	\$ 603
Depreciation and amortization	403	321	745	763
Interest expense	13	75	58	164
Income tax expense	38	--	103	11
EBITDA	1,092	1,053	2,463	1,541
Non-cash, share-based compensation expense	175	50	226	98
Adjusted EBITDA	<u>\$ 1,267</u>	<u>\$ 1,103</u>	<u>\$ 2,689</u>	<u>\$ 1,639</u>
Net income	\$ 638	\$ 657	\$ 1,557	\$ 603
Non-cash, share-based compensation expense	175	50	226	98
Amortization of intangible assets	--	12	--	155
Non-GAAP net income	<u>\$ 813</u>	<u>\$ 719</u>	<u>\$ 1,783</u>	<u>\$ 856</u>
Shares used to compute non-GAAP net income per share				
Basic	<u>8,301</u>	<u>331</u>	<u>4,358</u>	<u>331</u>
Diluted	<u>11,844</u>	<u>9,046</u>	<u>10,699</u>	<u>9,125</u>
Non-GAAP net income per share				
Basic	<u>\$ 0.10</u>	<u>\$ 2.17</u>	<u>\$ 0.41</u>	<u>\$ 2.59</u>
Diluted	<u>\$ 0.07</u>	<u>\$ 0.08</u>	<u>\$ 0.17</u>	<u>\$ 0.09</u>

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, 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, divisions and concepts 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, the final prospectus relating to its initial public offering, 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 any forward-looking statements to reflect subsequent events or circumstances.

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SPS COMMERCE, INC.
CONDENSED BALANCE SHEETS
(In thousands, except share amounts)

	<u>June 30,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$37,973	\$ 5,931
Accounts receivable, less allowance for doubtful accounts of \$206 and \$226	4,987	4,766
Deferred costs, current	4,569	4,126
Prepaid expenses and other current assets	957	1,440
Total current assets	48,486	16,263
PROPERTY AND EQUIPMENT, net	2,989	2,520
GOODWILL	1,166	1,166
INTANGIBLE ASSETS, net	290	290
OTHER ASSETS		
Deferred costs, net of current portion	1,662	1,617
Other non-current assets	59	63
	<u>\$54,652</u>	<u>\$ 21,919</u>
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ 343	\$ 837
Line of credit	--	1,500
Accounts payable	983	1,345
Accrued compensation and benefits	3,496	3,005
Accrued expenses and other current liabilities	897	1,196
Current portion of deferred revenue	3,688	3,407
Total current liabilities	9,407	11,290
LONG-TERM DEBT, less current portion	--	355
OTHER LIABILITIES		
Deferred revenue, less current portion	4,333	4,025
Other non-current liabilities	317	937
Total liabilities	<u>14,057</u>	<u>16,607</u>
REDEEMABLE CONVERTIBLE PREFERRED STOCK		
Series A redeemable convertible preferred stock, \$0.001 par value, 0 and 1,182,217 shares authorized; 0 and 1,154,151 shares issued and outstanding; aggregate liquidation preference of \$0 and \$10,000, respectively	--	37,676
Series B redeemable convertible preferred stock, \$0.001 par value, 0 and 6,274,329 shares authorized; 0 and 5,688,116 shares issued and outstanding; aggregate liquidation preference of \$0 and \$21,112, respectively	--	20,658
Series C redeemable convertible preferred stock, \$0.001 par value, 0 and 1,602,000 shares authorized; 0 and 1,251,559 shares issued and outstanding; aggregate liquidation preference of \$0 and \$7,500, respectively	--	7,444
Total redeemable convertible preferred stock	--	65,778
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$0.001 par value; 5,000,000 and 0 shares authorized,	--	--

respectively; 0 shares issued and outstanding

Common stock, \$0.001 par value; 55,000,000 and 13,442,303 shares authorized; 11,607,534 and 327,113 shares issued and outstanding, respectively

	12	--
Additional paid-in capital	104,677	5,186
Accumulated deficit	<u>(64,094)</u>	<u>(65,652)</u>
Total stockholders' equity (deficit)	<u>40,595</u>	<u>(60,466)</u>
	<u>\$ 54,652</u>	<u>\$ 21,919</u>

SPS COMMERCE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	<u>For the Three Months Ended</u> <u>June 30,</u>		<u>For the Six Months Ended</u> <u>June 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenues	\$10,944	\$9,600	\$21,187	\$18,131
Cost of revenues	<u>3,101</u>	<u>2,896</u>	<u>6,082</u>	<u>5,733</u>
Gross profit	7,843	6,704	15,105	12,398
Operating expenses				
Sales and marketing	4,122	3,397	7,629	6,472
Research and development	1,067	1,059	2,110	2,103
General and administrative	<u>1,975</u>	<u>1,514</u>	<u>3,640</u>	<u>3,166</u>
Total operating expenses	<u>7,164</u>	<u>5,970</u>	<u>13,379</u>	<u>11,741</u>
Income from operations	679	734	1,726	657
Other income (expense)				
Interest expense	(13)	(75)	(58)	(164)
Other income (expense)	<u>10</u>	<u>(2)</u>	<u>(8)</u>	<u>121</u>
Total other expense, net	(3)	(77)	(66)	(43)
Income tax expense	<u>(38)</u>	<u>--</u>	<u>(103)</u>	<u>(11)</u>
Net income	<u>\$638</u>	<u>\$657</u>	<u>\$1,557</u>	<u>\$603</u>
Net income per share				
Basic	\$ 0.08	\$1.98	\$0.36	\$1.82
Diluted	\$ 0.05	\$ 0.07	\$ 0.15	\$0.07
Weighted average common shares used to compute net income per share				
Basic	8,301	331	4,358	331
Diluted	11,844	9,046	10,699	9,125

SPS COMMERCE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	<u>For the Six Months Ended</u> <u>June 30,</u>	
	<u>2010</u>	<u>2009</u>
	(unaudited)	(unaudited)
Cash flows from operating activities		
Net income	\$1,557	\$603
Reconciliation of net income to net cash provided by operating activities		
Depreciation and amortization	745	760
Provision for doubtful accounts	165	208
Stock-based compensation	226	98
Change in carrying value of preferred stock warrants	27	(121)
Other	1	5

Changes in assets and liabilities		
Accounts receivable	(385)	(330)
Prepaid expenses and other current assets	484	(101)
Other assets	2	(6)
Deferred costs	(488)	(75)
Accounts payable	(362)	(53)
Deferred revenue	590	542
Accrued compensation and benefits	491	1,258
Accrued expenses and other current liabilities	(351)	27
Net cash provided by operating activities	<u>2,702</u>	<u>2,815</u>
Cash flows from investing activities		
Purchases of property and equipment	(1,214)	(247)
Net cash flows used in investing activities	<u>(1,214)</u>	<u>(247)</u>
Cash flows from financing activities		
Borrowings on line of credit	4,450	8,025
Payments on line of credit	(5,950)	(7,975)
Payments on equipment loans	(732)	(403)
Payments on term loan	--	(328)
Payments of capital lease obligations	(116)	(221)
Net proceeds from initial public offering	<u>32,902</u>	--
Net cash flows provided by (used in) financing activities	<u>30,554</u>	<u>(902)</u>
Net increase in cash and cash equivalents	32,042	1,666
Cash and cash equivalents at beginning of period	<u>5,931</u>	<u>3,715</u>
Cash and cash equivalents at end of period	<u><u>\$37,973</u></u>	<u><u>\$5,381</u></u>

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