

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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| 1. Name and Address of Reporting Person *<br><u>Black Archie C.</u><br><br>(Last) (First) (Middle)<br>333 SOUTH SEVENTH STREET<br>SUITE 1000<br><br>(Street)<br>MINNEAPOLIS MN 55402<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SPS COMMERCE INC [ SPSC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President &amp; CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/10/2014                  |  |
| 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                    | 02/10/2014                           |  | A                              |   | 9,370 <sup>(1)</sup>  | A          | \$0.00 | 34,019  | 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 |   |  |  |   |  | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$65.95  | 02/10/2014                           |  | A                              |   | 23,551   |     | (2)  | 02/10/2024      | Common Stock  | 23,551                                     | \$0.00   | 23,551  | 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. RSUs vest as to 25% of the units on February 10, 2015. The remaining units vest in a series of 36 successive equal monthly installments upon completion of each additional month of service (commencing on the March 10, 2015).
- Options vest as to 25% of the shares on February 10, 2015. The remaining shares vest in a series of 36 successive equal monthly installments upon completion of each additional month of service (commencing on March 10, 2015).

**Remarks:**

/s/ James R. DeBuse, attorney-in-fact 02/12/2014

\*\* 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.

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