| SEC Form 4 | |
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: 3235-028 | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

Filed surguest to Section 16(a) of the Securities Evolution Act of 1024

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
|--|-----------------------|----------|--|---|-------------------------------|-----------------------|--|--|--|
| (City) | (State) | (Zip) | | | | | | | |
| (Street) MINNEAPOLIS MN 555402 | | 55402 | | | | | | | |
| | | | | Line) | | | | | |
| SUITE 1000 | 1E 1000 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| | VENTH STREET | | | | | | | | |
| | | (middle) | 05/18/2020 | | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Officer (give title below) | Other (specify below) | | | |
| <u>Reller Tami</u> | | | | X | Director | 10% Owner | | | |
| | s of Reporting Person | n* | 2. Issuer Name and Ticker or Trading Symbol SPS COMMERCE INC [SPSC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | 1 | | | | | | |

| - | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|---------------------------------|--|---|------------------------------|---|----------------------|---------------|--------|---|---|---|
| | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| | Common Stock | 05/18/2020 | | Α | | 1,440 ⁽¹⁾ | Α | \$0.00 | 8,750 ⁽²⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 1. Title of 3A. Deemed 7. Title and 9. Number of 11. Nature 3. Transaction 5. Number 8. Price of 10. Derivative Security (Instr. 3) Conversion or Exercise Price of Transaction Code (Instr. 8) Amount of Securities Underlying Derivative Security (Instr. 5) Ownership Form: Direct (D) Expiration Date (Month/Day/Year) derivative Securities of Indirect Beneficial Execution Date Date (Month/Day/Year) if any (Month/Day/Year) Derivative Securities Beneficially Ownership Derivative Security Derivative Security (Instr. 3 and 4) Owned Following or Indirect (I) (Instr. 4) Acquired (Instr. 4) (A) or Disposed Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Exercisable Expiratior Date v (A) (D) Title Shares Code Stock Option Commor 05/18/2020 \$59 A 4.536 (3) 05/18/2027 4,536 \$0.00 4.536 D (right to Stock buy)

Explanation of Responses:

1. This reflects a restricted stock award. The shares subject to this award will vest in four equal installments on the last day of each fiscal quarter with the first vesting occurring on June 30, 2020, provided the recipient remains a member of the board as of the vesting date.

2. On July 25, 2019, the Issuer announced that its board of directors declared a two-for-one stock split of the Common Stock of the Issuer, effected in the form of a 100 percent stock dividend as of the record date on August 8, 2019. The stock split dividend was distributed on August 22, 2019, and at that time the reporting person received 3,655 shares of Common Stock of the Issuer.

3. This option shall vest in four equal installments on the last day of each fiscal quarter with the first vesting occurring on June 30, 2020, provided the reporting person remains a member of the board as of the vesting date.

Remarks:

<u>/s/ Jonathan R. Zimmerman,</u> <u>Attorney-in-Fact for Tami</u> <u>Reller</u>

05/20/2020

** 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.

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