

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* <u>Nelson Kimberly K.</u> (Last) (First) (Middle) 333 SOUTH SEVENTH STREET SUITE 1000 (Street) MINNEAPOLIS MN 55402 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>SPS COMMERCE INC [SPSC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) EVP & CFO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/08/2013 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | 02/08/2013 | | A | | 6,536 ⁽¹⁾ | A | \$0.00 | 12,855 | D | |
| Common Stock | 02/11/2013 | | M | | 3,092 | A | \$3.0337 | 15,947 | D | |
| Common Stock | 02/11/2013 | | S | | 3,092 | D | \$38.2202 ⁽²⁾ | 12,855 | D | |
| Common Stock | 02/12/2013 | | M | | 800 | A | \$3.0337 | 13,655 | D | |
| Common Stock | 02/12/2013 | | S | | 800 | D | \$38.0088 ⁽³⁾ | 12,855 | D | |

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 | | | | | | Title |
| Employee Stock Option (Right to Buy) | \$39.01 | 02/08/2013 | | A | | 18,215 | | (4) | 02/08/2023 | Common Stock | 18,215 | \$0.00 | 18,215 | D | |
| Employee Stock Option (Right to Buy) | \$3.0337 | 02/11/2013 | | M | | 3,092 | | (5) | 11/27/2017 | Common Stock | 3,092 | \$0.00 | 70,402 | D | |
| Employee Stock Option (Right to Buy) | \$3.0337 | 02/12/2013 | | M | | 800 | | (5) | 11/27/2017 | Common Stock | 800 | \$0.00 | 69,602 | 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. The restricted stock units vest as to (i) 1/4th of the Shares subject to this award on February 8, 2014, and (ii) 1/36th of the remaining Shares subject to this award on the 1st day of each month, commencing March 1, 2014.
- Reflects the weighted average price of \$38.2202 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 11, 2013 with sales prices ranging from \$37.98 to \$38.97 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- Reflects the weighted average price of \$38.0088 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 12, 2013 with sales prices ranging from \$37.98 to \$38.08 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- This Option vests as to (i) 1/4th of the Shares subject to this Option on February 8, 2014, and (ii) 1/36th of the remaining Shares subject to this Option on the 1st day of each month, commencing March 1, 2014.
- Fully vested.

Remarks:

/s/ James R. DeBuse, attorney-in-fact 02/12/2013

** 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.

