

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Frome James J.</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/13/2019		M <sup>(1)</sup>		9,107	A	\$39.01	37,719	D	
Common Stock	02/13/2019		S <sup>(2)</sup>		9,107	D	\$110	28,612	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		500	D	\$99.83 <sup>(4)</sup>	28,112	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		100	D	\$100.55	28,012	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		600	D	\$102.8167 <sup>(5)</sup>	27,412	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		1,095	D	\$103.5353 <sup>(6)</sup>	26,317	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		1,987	D	\$104.4056 <sup>(7)</sup>	24,330	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		3,201	D	\$105.6515 <sup>(8)</sup>	21,129	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		770	D	\$106.6697 <sup>(9)</sup>	20,359	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		410	D	\$107.7417 <sup>(10)</sup>	19,949	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		1,000	D	\$108.944 <sup>(11)</sup>	18,949	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		600	D	\$110.1633 <sup>(12)</sup>	18,349	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		100	D	\$111.09	18,249	D	
Common Stock	02/13/2019		S <sup>(3)</sup>		200	D	\$112.52 <sup>(13)</sup>	18,049	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	02/13/2019		M <sup>(1)</sup>			9,107	(14)	02/08/2023	Common Stock	9,107	\$0.00	9,108	D	

Explanation of Responses:

1. Stock option exercise effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2018.
2. Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2018.
3. Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2018.
4. Reflects the weighted average price of 500 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$99.55 to \$100.05 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.
5. Reflects the weighted average price of 600 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$102.36 to \$102.99 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.

6. Reflects the weighted average price of 1,095 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$103.05 to \$103.98 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.

7. Reflects the weighted average price of 1,987 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$104.06 to \$104.79 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.

8. Reflects the weighted average price of 3,201 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$105.12 to \$106.04 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.

9. Reflects the weighted average price of 770 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$106.18 to \$108.14 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.

10. Reflects the weighted average price of 410 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$107.41 to \$108.14 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.

11. Reflects the weighted average price of 1,000 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$108.50 to \$109.17 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.

12. Reflects the weighted average price of 600 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$109.81 to \$110.59 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.

13. Reflects the weighted average price of 200 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on February 13, 2019, with sales prices ranging from \$112.30 to \$112.74 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.

14. Fully vested.

**Remarks:**

/s/ Jonathan R. Zimmerman,  
attorney-in-fact for James J. Frome      02/15/2019

\*\* 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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