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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

Amendment No. 1

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 17, 2011

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**SPS COMMERCE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State 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**

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))
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## Explanatory Note

This Amendment No. 1 is being filed to amend and supplement the Current Report on Form 8-K of SPS Commerce, Inc., originally filed with the Securities and Exchange Commission on May 23, 2011, reporting the acquisition of Direct EDI LLC and indicating under Item 9.01(b) that the required pro forma financial information would be filed by amendment. This Amendment No. 1 is being filed to include such financial information.

### Item 9.01 Financial Statements and Exhibits

#### (b) Pro Forma Financial Information

The following pro forma financial information is filed herewith as Exhibit 99.4:

- Unaudited pro forma condensed combined balance sheet as of March 31, 2011;
- Unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010;
- Unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2011; and,
- Notes to unaudited pro forma condensed combined financial statements.

#### (d) Exhibits

<u>No.</u>	<u>Description</u>
2.1*	Asset Purchase Agreement, dated as of May 17, 2011, by and between Direct EDI LLC and SPS Commerce, Inc.
23.1**	Consent of Sonnenberg & Company, CPAs, A Professional Corporation
99.1*	Press Release, dated May 18, 2011, announcing the completion of the acquisition
99.2*	Audited financial statements of Direct EDI as of December 31, 2010 and December 31, 2009 and for the year ended December 31, 2010
99.3*	Unaudited financial statements of Direct EDI as of and for the three months ended March 31, 2011 and March 31, 2010
99.4**	Unaudited pro forma condensed combined financial statements and notes

\* Previously filed.

\*\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPS COMMERCE, INC.

Date: June 22, 2011

By: /s/ KIMBERLY K. NELSON

Kimberly K. Nelson  
*Executive Vice President and  
Chief Financial Officer*

## EXHIBIT INDEX

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\* Previously filed.

\*\* Filed herewith.

**CONSENT OF INDEPENDENT AUDITORS**

We have issued our report dated April 20, 2011 accompanying the consolidated financial statements of Direct EDI LLC as of December 31, 2010 and December 31, 2009 and for the year ended December 31, 2010 included in this Current Report on Form 8-K. We hereby consent to the incorporation by reference of said report in the Registration Statements of SPS Commerce, Inc. and subsidiaries on Forms S-8 (File Nos. 333-167314, 333-167315 and 333-172073).

*/s/ Sonnenberg & Company, CPAs, A Professional Corporation*

San Diego, California

June 16, 2011

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

On May 18, 2011, SPS Commerce, Inc. acquired the assets of Direct EDI LLC, a privately-held provider of cloud-based integration solutions for electronic data interchange. The unaudited pro forma condensed combined financial statements and accompanying notes of the combined business set forth below give effect to the acquisition of Direct EDI as a business combination using the acquisition method of accounting as defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*.

The unaudited pro forma condensed combined balance sheet as of March 31, 2011 is presented as if the acquisition had occurred on that date. The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2010 and for the three months ended March 31, 2011 are presented as if the acquisition had occurred on January 1, 2010.

The unaudited pro forma financial information presented, including the allocation of the purchase price, is based on the historical financial information of SPS Commerce and Direct EDI, our preliminary estimates of the fair values of assets acquired and liabilities assumed, and assumptions that we believe are reasonable under the circumstances. These preliminary estimates and assumptions are subject to change during the measurement period as we finalize the valuation of the net tangible and intangible assets acquired. Assumptions underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial statements are provided for illustrative purposes only and are not necessarily indicative of the financial position or results of operations that would have actually been reported had the acquisition occurred on the dates presented, nor is it necessarily indicative of our future financial position or results of operations as of or for any future date or periods. In addition, the unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and/or cost savings that we may achieve with respect to the combined companies and do not include the effects of future restructuring activities, if any, as a result of the acquisition. Actual amounts recorded as of the completion of the acquisition and thereafter may differ materially from the information presented in these unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined financial statements should also be read in conjunction with the historical financial statements and accompanying notes of:

- SPS Commerce, Inc. for the year ended December 31, 2010, included in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 3, 2011;
- SPS Commerce, Inc. for the period ended March 31, 2011, included in our Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on May 5, 2011; and,
- Direct EDI LLC as of and for the fiscal years ended December 31, 2010 and 2009 and the three months ended March 31, 2011, included as Exhibits 99.2 and 99.3 to our Current Report on Form 8-K as filed with the Securities and Exchange Commission on May 23, 2011.

**SPS COMMERCE, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**  
(In thousands)

	As of March 31, 2011			
	Historical		Pro Forma	
	SPS Commerce	Direct EDI	Adjustments	Combined
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 40,447	\$ 1,043	\$ (12,154) (a)(b)(c)	\$ 29,336
Accounts receivable, net	6,356	173	—	6,529
Deferred costs, current	4,887	—	—	4,887
Prepaid expenses and other current assets	1,234	15	—	1,249
<b>Total current assets</b>	<b>52,924</b>	<b>1,231</b>	<b>(12,154)</b>	<b>42,001</b>
PROPERTY AND EQUIPMENT, net	2,826	41	—	2,867
GOODWILL	1,166	—	4,694 (d)	5,860
INTANGIBLE ASSETS, net	290	—	6,120 (e)	6,410
<b>OTHER ASSETS</b>				
Deferred costs, net of current portion	2,031	—	—	2,031
Other non-current assets	80	—	—	80
	<u>\$ 59,317</u>	<u>\$ 1,272</u>	<u>\$ (1,340)</u>	<u>\$ 59,249</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable	\$ 1,579	\$ 90	\$ —	\$ 1,669
Accrued compensation and benefits	3,362	—	—	3,362
Accrued expenses and other current liabilities	944	88	—	1,032
Deferred revenue, current	3,549	498	(498) (f)	3,549
<b>Total current liabilities</b>	<b>9,434</b>	<b>676</b>	<b>(498)</b>	<b>9,612</b>
<b>OTHER LIABILITIES</b>				
Deferred revenue, less current portion	5,302	176	(176) (f)	5,302
Other non-current liabilities	244	—	—	244
<b>Total liabilities</b>	<b>14,980</b>	<b>852</b>	<b>(674)</b>	<b>15,158</b>
<b>STOCKHOLDERS' EQUITY</b>				
Common stock	12	3	(3) (g)	12
Additional paid-in capital	106,601	—	—	106,601
(Accumulated deficit ) retained earnings	(62,276)	417	(663) (c)(g)	(62,522)
<b>Total stockholders' equity</b>	<b>44,337</b>	<b>420</b>	<b>(666)</b>	<b>44,091</b>
	<u>\$ 59,317</u>	<u>\$ 1,272</u>	<u>\$ (1,340)</u>	<u>\$ 59,249</u>

The accompanying notes are an integral part of the unaudited pro forma condensed combined financial statements.

**SPS COMMERCE, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS**  
(In thousands, except per share amounts)

	For the Year Ended December 31, 2010			
	Historical		Pro Forma	
	SPS Commerce	Direct EDI	Adjustments	Combined
Revenues	\$ 44,597	\$ 4,149	\$ —	\$ 48,746
Cost of revenues	12,626	1,034	—	13,660
Gross profit	<u>31,971</u>	<u>3,115</u>	<u>—</u>	<u>35,086</u>
Operating expenses				
Sales and marketing	16,601	901	—	17,502
Research and development	4,349	763	—	5,112
General and administrative	7,985	702	284 (h)	8,971
Amortization of intangible assets	—	—	1,040 (e)	1,040
Total operating expenses	<u>28,935</u>	<u>2,366</u>	<u>1,324</u>	<u>32,625</u>
Income from operations	3,036	749	(1,324)	2,461
Other income (expense)				
Interest expense	(74)	—	—	(74)
Interest income	158	—	—	158
Other expense	(144)	—	—	(144)
Total other income (expense), net	<u>(60)</u>	<u>—</u>	<u>—</u>	<u>(60)</u>
Income before income taxes	2,976	749	(1,324)	2,401
Income tax expense	(92)	(10)	— (i)	(102)
Net income	<u>\$ 2,884</u>	<u>\$ 739</u>	<u>\$ (1,324)</u>	<u>\$ 2,299</u>
Net income per share				
Basic	\$ 0.36			\$ 0.29
Diluted	\$ 0.25			\$ 0.20
Weighted average common shares used to compute net income per share				
Basic	8,036			8,036
Diluted	11,596			11,596

The accompanying notes are an integral part of the unaudited pro forma condensed combined financial statements.



**SPS COMMERCE, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS**  
(In thousands, except per share amounts)

	For the Three Months Ended March 31, 2011			
	Historical		Pro Forma	
	SPS Commerce	Direct EDI	Adjustments	Combined
Revenues	\$ 12,649	\$ 1,255	\$ —	\$ 13,904
Cost of revenues	3,321	334	—	3,655
Gross profit	9,328	921	—	10,249
Operating expenses				
Sales and marketing	5,126	288	—	5,414
Research and development	1,240	191	—	1,431
General and administrative	2,455	224	71 (h)	2,750
Amortization of intangible assets	—	—	261 (e)	261
Total operating expenses	8,821	703	332	9,856
Income from operations	507	218	(332)	393
Other income (expense)				
Interest expense	—	—	—	—
Interest income	32	—	—	32
Other expense	(18)	—	—	(18)
Total other income (expense), net	14	—	—	14
Income before income taxes	521	218	(332)	407
Income tax expense	(29)	(3)	— (i)	(32)
Net income	<u>\$ 492</u>	<u>\$ 215</u>	<u>\$ (332)</u>	<u>\$ 375</u>
Net income per share				
Basic	\$ 0.04			\$ 0.03
Diluted	\$ 0.04			\$ 0.03
Weighted average common shares used to compute net income per share				
Basic	11,864			11,864
Diluted	12,698			12,698

The accompanying notes are an integral part of the unaudited pro forma condensed combined financial statements.

**Note 1. Basis of Presentation**

On May 17, 2011, we entered into an asset purchase agreement with Direct EDI LLC, a privately-held provider of cloud-based integration solutions for electronic data interchange, and the parties completed the asset purchase on May 18, 2011. Under the asset purchase agreement, we purchased and acquired substantially all of the assets of Direct EDI for \$10.9 million in cash and assumed certain liabilities of Direct EDI.

The acquisition of Direct EDI was accounted for pursuant to FASB ASC 805, *Business Combinations*. In accordance with ASC 805, we recognized separately from goodwill the fair value of the identifiable assets acquired and the liabilities assumed at the acquisition date as defined by FASB ASC 820, *Fair Value Measurements and Disclosures*. Goodwill as of the acquisition date was measured as the excess of consideration transferred and the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

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The unaudited pro forma financial information presented, including the allocation of the purchase price, is based on the historical financial information of SPS Commerce and Direct EDI, our preliminary estimates of the fair values of assets acquired and liabilities assumed, and assumptions that we believe are reasonable under the circumstances. These preliminary estimates and assumptions are subject to change during the measurement period as we finalize the valuation of the net tangible and intangible assets acquired.

In addition, the unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and/or cost savings that we may achieve with respect to the combined companies and do not include the effects of future restructuring activities, if any, as a result of the acquisition. Actual amounts recorded as of the completion of the acquisition and thereafter may differ materially from the information presented in these unaudited pro forma condensed combined financial statements.

**Note 2. Purchase Price Allocation**

The following table summarizes the preliminary allocation of the fair value of assets acquired and liabilities assumed in the acquisition (in thousands):

Current assets	\$ 188
Fixed assets	41
Intangible assets (see Note 3)	6,120
Goodwill	4,694
Current liabilities	(178)
Total purchase price	<u>\$10,865</u>

**Note 3. Pro Forma Adjustments (dollars in thousands)**

- (a) Cash paid of \$10,865 upon closing of the acquisition.
- (b) The cash of Direct EDI was not an acquired asset.
- (c) Estimated transaction costs of \$246 not included in the historical balance sheet.
- (d) Goodwill based on the preliminary purchase price allocation (see Note 2).
- (e) Preliminary fair values of intangible assets acquired and the related amortization expense for the periods presented. Intangible assets will be amortized on a straight-line basis over their estimated useful lives.

The following table presents information related to the intangible assets acquired:

Acquired Intangible Assets	Estimated Fair Value	Estimated Life (Years)	Amortization Expense (Annual)	Amortization Expense (3 months)
Customer relationships	\$ 5,250	7	\$ 750	\$ 188
Non-competition agreements	870	3	290	73
Total	<u>\$ 6,120</u>		<u>\$ 1,040</u>	<u>\$ 261</u>

- (f) Difference between the preliminary fair value and the historical amount of Direct EDI's deferred revenue upon acquisition.
- (g) Eliminate the historical common stock and retained earnings of Direct EDI upon acquisition.
- (h) Increased compensation related to employment arrangements, entered into as part of the acquisition, of certain Direct EDI executives who were earning below market salaries prior to the acquisition.
- (i) No tax adjustments are reflected because the incremental tax expense of Direct EDI would be offset by a corresponding amount of tax benefit resulting from the reversal of the valuation allowance on our net operating loss carryforwards.