

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Black Archie C.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/26/2020 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | 05/26/2020 | | M ⁽¹⁾ | | 20,000 | A | \$24.04 | 100,509 | D | |
| Common Stock | 05/26/2020 | | s ⁽¹⁾ | | 10,792 | D | \$65.4765 ⁽²⁾ | 89,717 | D | |
| Common Stock | 05/26/2020 | | s ⁽¹⁾ | | 9,208 | D | \$66.2668 ⁽³⁾ | 80,509 | D | |
| Common Stock | 05/27/2020 | | M ⁽¹⁾ | | 20,000 | A | \$24.04 | 100,509 | D | |
| Common Stock | 05/27/2020 | | s ⁽¹⁾ | | 20,000 | D | \$67.9858 ⁽⁴⁾ | 80,509 | D | |
| Common Stock | | | | | | | | 400 | I | By Son-I |
| Common Stock | | | | | | | | 400 | I | By Son-II |
| Common Stock | | | | | | | | 400 | I | By Son-III |
| Common Stock | | | | | | | | 400 | I | By Son-IV |
| Common Stock | | | | | | | | 297.154 | I | By 401(k) Plan |

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) | \$24.04 | 05/26/2020 | | M ⁽¹⁾ | | | 20,000 | (5) | 02/05/2023 | Common Stock | 20,000 | \$0.00 | 32,380 | D | |
| Employee Stock Option (right to buy) | \$24.04 | 05/27/2020 | | M ⁽¹⁾ | | | 20,000 | (5) | 02/05/2023 | Common Stock | 20,000 | \$0.00 | 12,380 | D | |

Explanation of Responses:

- Stock option exercises and sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 12, 2019.
- Reflects the weighted average price of 10,792 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on May 26, 2020 with sales prices ranging from \$65.01 to \$66.00 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 9,208 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on May 26, 2020 with sales prices ranging from \$66.01 to \$66.535 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 20,000 shares of Common Stock of the Issuer sold by the reporting person in multiple transactions on May 27, 2020 with sales prices ranging from \$67.52 to \$68.48 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. Fully vested.

Remarks:

/s/ Jonathan R. Zimmerman,
attorney-in-fact for Archie C. Black 05/28/2020

** 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.