
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): November 25, 2013

SPS COMMERCE, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
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 (17CFR 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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Item 8.01 – Other Events.

On November 25, 2013, we completed an underwritten public offering of 750,000 shares of common stock with a price to the public of \$67.00 per share. Stifel was the sole book-running manager in the offering, William Blair, Canaccord Genuity, JMP Securities and Needham & Company acted as lead managers, and Craig-Hallum Capital Group, Northland Capital Markets and Barrington Research Associates acted as co-managers. Northland Capital Markets is the trade name for certain capital markets and investment banking services of Northland Securities, Inc., member FINRA/SIPC.

The shares were offered and sold pursuant to a prospectus supplement dated November 20, 2013 and an accompanying base prospectus dated November 18, 2013, pursuant to our shelf registration statement on Form S-3 (File No. 333-192392) which became automatically effective upon filing on November 18, 2013.

On November 25, 2013, we issued a press release announcing the closing of the offering referred to above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 – Financial Statements and Exhibits**(d) Exhibits**

99.1 Press Release entitled “SPS Commerce Announces Closing of Public Offering of Common Stock”

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, thereunto duly authorized.

SPS COMMERCE, INC.

Date: November 25, 2013

By /s/ Kimberly K. Nelson

Kimberly K. Nelson

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1*	Press Release entitled "SPS Commerce Announces Closing of Public Offering of Common Stock"

* Filed herewith

November 25, 2013

SPS Commerce Announces Closing of Public Offering of Common Stock

MINNEAPOLIS, Nov. 25, 2013 (GLOBE NEWSWIRE) — SPS Commerce, Inc. (Nasdaq:SPSC), a leading provider of on-demand supply chain management solutions, announced today the completion of its previously announced underwritten public offering of 750,000 shares of its common stock with a price to the public of \$67.00 per share. SPS Commerce received net proceeds of approximately \$47.5 million, after deducting underwriting discounts, commissions and other expenses.

Stifel was the sole book-running manager in the offering, William Blair, Canaccord Genuity, JMP Securities and Needham & Company acted as lead managers, and Craig-Hallum Capital Group, Northland Capital Markets and Barrington Research Associates acted as co-managers.

The offering was conducted pursuant to an effective shelf registration statement on file with the Securities and Exchange Commission. A prospectus supplement relating to the offering has been filed with the Securities and Exchange Commission. Copies of the prospectus supplement and the accompanying base prospectus relating to the offering may be obtained from Stifel at One Montgomery Street, Suite 3700, San Francisco, CA 94104, or by calling (415) 364-2720.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any securities of SPS Commerce, and there shall not be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About SPS Commerce

SPS Commerce (Nasdaq:SPSC) is a leading provider of on-demand supply chain management solutions and the Retail Universe community, providing integration, collaboration, connectivity, visibility and data analytics to thousands of customers worldwide. The Company provides solutions through the SPS Commerce platform, a cloud-based software suite that improves the way suppliers, retailers, distributors and other customers manage and fulfill orders. Implementing and maintaining supply chain management software is resource intensive and not a core competency for most businesses. The SPS Commerce platform utilizes pre-built trading partner integrations to eliminate the need for on-premise software and support staff, which enables supplier customers to shorten supply cycle times, optimize inventory levels, reduce costs and satisfy retailer requirements.

SPS COMMERCE, SPSCOMMERCE.NET, and RETAIL UNIVERSE are marks of SPS Commerce, Inc. and Registered in U.S. Patent and Trademark Office. INFINITE RETAIL POWER, SPS, SPS logo and others are further marks of SPS Commerce, Inc. These marks may be registered or otherwise protected in other countries.

Northland Capital Markets is the trade name for certain capital markets and investment banking services of Northland Securities, Inc., member FINRA/SIPC.

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