

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Gorman Michael B</u> (Last) (First) (Middle) 10400 VIKING DRIVE SUITE 550 (Street) EDEN PRAIRIE MN 55344 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012	
	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 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	05/16/2012		S		433	D	\$27.85	0	I	By SPVC Affiliates Fund I, LLC ⁽¹⁾
Common Stock	05/16/2012		J ⁽²⁾		9,045	D	\$0	0	I	By SPVC IV, LLC ⁽³⁾
Common Stock	05/16/2012		J ⁽⁴⁾		14,749	D	\$0	0	I	By SPVC V, LLC ⁽⁵⁾
Common Stock	05/16/2012		J ⁽⁶⁾		185,124	D	\$0	0	I	By SPVC VI, LLC ⁽⁷⁾
Common Stock	05/16/2012		J ⁽⁸⁾		14	A	\$0	19,343	D	
Common Stock	05/16/2012		J ⁽⁹⁾		280	A	\$0	19,623	D	
Common Stock	05/16/2012		J ⁽¹⁰⁾		4,145	A	\$0	23,768	D	
Common Stock	05/17/2012		M		11,125	A	\$12	34,893	D	
Common Stock	05/17/2012		M		5,340	A	\$16.65	40,233	D	
Common Stock	05/17/2012		S		3,256	D	\$27.6824 ⁽¹¹⁾	36,968	D	
Common Stock	05/18/2012		S		13,200	D	\$27.5838 ⁽¹²⁾	23,768	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					
Stock Option (right to buy)	\$12	05/17/2012		M			11,125	(13)	04/26/2020	Common Stock	\$0	4,895	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	Amount or Number of Shares				
Stock Option (right to buy)	\$16.65	05/17/2012		M			5,340	05/17/2012	05/16/2021	Common Stock	5,340	\$0	0	D	

Explanation of Responses:

1. Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. Represents a pro-rata distribution of Common Stock of the Issuer by SPVC IV, LLC without consideration to its members.
3. Represents securities held directly by SPVC IV, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
4. Represents a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.
5. Represents securities held directly by SPVC V, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
6. Represents a pro-rata distribution of Common Stock of the Issuer by SPVC VI, LLC without consideration to its members.
7. Represents securities held directly by SPVC VI, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
8. Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC IV, LLC without consideration to its members.
9. Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC V, LLC without consideration to its members.
10. Represents receipt of a pro-rata distribution of Common Stock of the Issuer by SPVC VI, LLC without consideration to its members, and an immediate subsequent pro-rata distribution by one of the members of SPVC VI, LLC without consideration to its members.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$27.56 and \$27.76, inclusive. The reporting person will provide to the SEC Staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$27.34 and \$27.77, inclusive. The reporting person will provide to the SEC Staff, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price.
13. The shares become exercisable in equal monthly installments over three years beginning May 27, 2010, so long as reporting person remains a member of the board.

/s/ Lisa L. Corbin at Attorney-
in-Fact for Michael B. Gorman 05/18/2012

** 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.