

Cobb Steve A.  
Form 4  
April 29, 2010

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cobb Steve A.

2. Issuer Name and Ticker or Trading Symbol  
SPS COMMERCE INC [SPSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CID CAPITAL, 201 WEST  
103RD STREET, SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/27/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46280

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					14,064	I	By CID Equity Fund V Liquidating Trust <sup>(1)</sup>
Common Stock	04/27/2010		C	349,899 A <u>2</u>	363,963	I	By CID Equity Fund V Liquidating Trust <sup>(1)</sup>
Common Stock	04/27/2010		S	98,668 D \$ 11.16	265,295	I	By CID Equity Fund

Common Stock	04/27/2010		C	1,575,829	A	<u>(2)</u>	1,575,829	I	V Liquidating Trust <u>(1)</u> By CID Mezzanine Capital, L.P. <u>(3)</u>
Common Stock	04/27/2010		S	427,189	D	\$ 11.16	1,148,640	I	By CID Mezzanine Capital, L.P. <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock	<u>(2)</u>	04/27/2010		C	168,621	<u>(4)</u> <u>(4)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(2)</u>	04/27/2010		C	181,278	<u>(4)</u> <u>(4)</u>	Common Stock
Series A Convertible Preferred Stock	<u>(2)</u>	04/27/2010		C	82,102	<u>(4)</u> <u>(4)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(2)</u>	04/27/2010		C	1,252,962	<u>(4)</u> <u>(4)</u>	Common Stock

Series C Convertible Preferred Stock	(2)	04/27/2010	C	240,765	(4)	(4)	Common Stock
Stock Option (Right to Buy)	\$ 12	04/27/2010	A	16,020	(5)	04/26/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cobb Steve A. C/O CID CAPITAL 201 WEST 103RD STREET, SUITE 200 INDIANAPOLIS, IN 46280	X	X		

## Signatures

/s/ Ryan R. Miske, attorney  
in fact 04/29/2010  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Represents securities held directly by CID Equity Fund V Liquidating Trust. CID Equity Partners V is the trustee of the CID Equity Fund V Liquidating Trust and Aplin Partners, LLC is the general partner of CID Equity Partners V. The reporting person is a representative to an advisory board that affects the voting and disposition of the shares. 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) The securities converted into the Issuer's Common Stock at a rate of one-for-one.
- (3) Represents securities held directly by CID Mezzanine Capital, L.P, which is managed by CID Mezzanine Partners, L.P. The reporting person is a representative to an advisory board that affects the voting and disposition of the shares. 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) The securities do not have an expiration date. Each share of Series A, Series B and Series C Convertible Preferred Stock automatically converted into shares of Common Stock in connection with the closing of the Issuer's initial public offering on April 27, 2010. Prior to its conversion into the Issuer's Common Stock, the Series A, Series B and Series C Convertible Preferred Stock was convertible at any time at the option of the holder.
- (5) This Option vests as to 1/36th of the Shares subject to this Option upon completion of each additional month of service commencing on May 27, 2010.
- (6) The reporting person holds this Option for the sole benefit of CID Capital, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.