SPS COMMERCE INC
Form 10-Q
October 30, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended: September 30, 2015

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from __________ to __________

Commission file number 001-34702

SPS COMMERCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**41-2015127**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

333 South Seventh Street, Suite 1000, Minneapolis, MN 55402

(Address of Principal Executive Offices, Including Zip Code)

(612) 435-9400

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer x	Accelerated Filer ¨
Non-Accelerated Filer ¨ (Do not check if a smaller reporting company)	Smaller Reporting Company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The number of shares of the registrant s common stock, par value $0.001 per share, outstanding at October 22, 2015 was 16,625,165 shares.

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SPS COMMERCE, INC.

QUARTERLY REPORT ON FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains forward-looking statements regarding us, our business prospects and our results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those described under the heading *Risk Factors* included in our Annual Report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We expressly disclaim any intent or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Commission that advise interested parties of the risks and factors that may affect our business.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SPS COMMERCE, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited; in thousands, except share amounts)

	September 30, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 117,887	$ 130,795
Short-term marketable securities	5,014	
Accounts receivable, less allowance for doubtful accounts of $366 and $279, respectively	17,945	15,422
Deferred costs	14,761	12,055
Deferred income taxes	76	76
Other current assets	5,688	3,846
Total current assets	161,371	162,194
PROPERTY AND EQUIPMENT, net	13,079	11,361
GOODWILL	33,527	34,854
INTANGIBLE ASSETS, net	15,766	18,851
MARKETABLE SECURITIES, non-current	12,514	
OTHER ASSETS		
Deferred costs, non-current	5,465	5,267
Deferred income taxes, non-current	10,758	11,035
Other non-current assets	397	213
Total assets	$ 252,877	$ 243,775
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 2,381	$ 3,961
Accrued compensation	9,922	9,926
Accrued expenses	2,338	2,470
Deferred revenue	8,072	7,505
Deferred rent	723	698

Total current liabilities		23,436		24,560
OTHER LIABILITIES				
Deferred revenue, non-current		11,701		10,653
Deferred rent, non-current		3,015		3,471
Total liabilities		38,152		38,684
COMMITMENTS and CONTINGENCIES				
STOCKHOLDERS EQUITY				
Preferred stock, $0.001 par value; 5,000,000 shares authorized; 0 shares issued and outstanding				
Common stock, $0.001 par value; 55,000,000 shares authorized; 16,620,918 and 16,348,747 shares issued and outstanding, respectively		17		16
Additional paid-in capital		260,580		250,633
Accumulated deficit		(41,581)		(44,088)
Accumulated other comprehensive loss		(4,291)		(1,470)
Total stockholders equity		214,725		205,091
Total liabilities and stockholders equity	$	252,877	$	243,775

See accompanying notes to these condensed consolidated financial statements.

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SPS COMMERCE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited; in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	**2014**	**2015**	**2014**
Revenues	$ 40,354	$ 32,506	$ 116,170	$ 92,545
Cost of revenues	12,700	9,970	36,607	28,852
Gross profit	27,654	22,536	79,563	63,693
Operating expenses				
Sales and marketing	13,795	12,046	41,640	34,500
Research and development	4,494	3,338	13,058	9,677
General and administrative	6,276	5,153	18,149	14,506
Amortization of intangible assets	829	645	2,507	2,044
Total operating expenses	25,394	21,182	75,354	60,727
Income from operations	2,260	1,354	4,209	2,966
Other income (expense)				
Interest income, net	49	52	123	151
Other income (expense), net	(86)	(36)	(255)	(57)
Total other income (expense), net	(37)	16	(132)	94
Income before income taxes	2,223	1,370	4,077	3,060
Income tax expense	(953)	(532)	(1,570)	(1,210)
Net income	$ 1,270	$ 838	$ 2,507	$ 1,850
Net income per share				
Basic	$ 0.08	$ 0.05	$ 0.15	$ 0.11
Diluted	$ 0.07	$ 0.05	$ 0.15	$ 0.11
Weighted average common shares used to compute net income per share				
Basic	16,605	16,254	16,525	16,207
Diluted	17,054	16,780	17,040	16,793
Other comprehensive income (loss)				
Foreign currency translation adjustments	(1,733)		(4,310)	
Unrealized gain on investments	13		19	

Comprehensive income (loss)	$	(450)	$	838	$	(1,784)	$	1,850

See accompanying notes to these condensed consolidated financial statements.

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SPS COMMERCE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in thousands)

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Cash flows from operating activities		
Net income	$ 2,507	$ 1,850
Reconciliation of net income to net cash provided by operating activities		
Deferred income taxes	277	1,065
Depreciation and amortization of property and equipment	4,693	4,253
Amortization of intangible assets	2,507	2,044
Provision for doubtful accounts	846	507
Stock-based compensation	4,756	3,991
Changes in assets and liabilities		
Accounts receivable	(3,427)	(2,490)
Deferred costs	(2,904)	(3,276)
Other current and non-current assets	(2,056)	(929)
Accounts payable	(1,494)	300
Accrued compensation	93	2,063
Accrued expenses	(104)	407
Deferred revenue	1,615	2,077
Deferred rent	(431)	(245)
Net cash provided by operating activities	6,878	11,617
Cash flows from investing activities		
Purchases of property and equipment	(6,504)	(4,394)
Purchases of marketable securities	(17,509)	
Net cash used in investing activities	(24,013)	(4,394)
Cash flows from financing activities		
Net proceeds from exercise of options to purchase common stock	3,273	1,573
Excess tax benefit from exercise of options to purchase common stock	1,179	60
Net proceeds from employee stock purchase plan	741	672
Net cash provided by financing activities	5,193	2,305
Effect of foreign currency exchange rate changes	(966)	
Net increase (decrease) in cash and cash equivalents	(12,908)	9,528

Cash and cash equivalents at beginning of period	130,795	131,294
Cash and cash equivalents at end of period	$ 117,887	$ 140,822

See accompanying notes to these condensed consolidated financial statements.

SPS COMMERCE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE A General

Business Description

We are a leading provider of cloud-based supply chain management solutions, providing network-proven integrations and comprehensive retail performance analytics to thousands of customers worldwide. We provide our solutions through the SPS Commerce platform, a cloud-based product suite that improves the way suppliers, retailers, distributors and other customers manage and fulfill orders. We derive the majority of our revenues from thousands of monthly recurring subscriptions from businesses that utilize our solutions.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of SPS Commerce, Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated in the condensed consolidated financial statements, which have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these condensed consolidated financial statements do not include all of the information and notes required by GAAP. We have included all normal recurring adjustments considered necessary to give a fair statement of our financial position, results of operations and cash flows for the interim periods shown. Operating results for these interim periods are not necessarily indicative of the results to be expected for the full year. The December 31, 2014 condensed consolidated balance sheet data was derived from our audited financial statements at that date. For further information, refer to the consolidated financial statements and accompanying notes for the year ended December 31, 2014 included in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on February 20, 2015.

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Significant Accounting Policies

During the nine months ended September 30, 2015, there were no material changes in our significant accounting policies. See Note A to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on February 20, 2015, for additional information regarding our significant accounting policies.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued new accounting requirements for the recognition of revenue from contracts with customers. These new requirements are effective for annual reporting periods beginning after December 15, 2016, and interim periods within those annual periods. We are currently evaluating the impact of this guidance on our results of operations and financial position.

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NOTE B Financial Instruments

We invest primarily in money market funds, highly liquid debt instruments of the U.S. government, and U.S. corporate debt securities. All highly liquid investments with original maturities of 90 days or less are classified as cash equivalents. All investments with original maturities greater than 90 days and remaining maturities less than one year from the balance sheet date are classified as short-term marketable securities. Investments with remaining maturities of more than one year from the balance sheet date are classified as marketable securities, non-current. Short-term marketable securities and marketable securities, non-current, are also classified as available-for-sale. We intend to hold marketable securities until maturity; however, we may sell these securities at any time for use in current operations or for other purposes. Consequently, we may or may not keep securities with stated holding periods to maturity.

Our fixed income investments are carried at fair value and unrealized gains and losses on these investments, net of taxes, are included in accumulated other comprehensive loss in the condensed consolidated balance sheets. Realized gains or losses are included in other income (expense) in the condensed consolidated statements of comprehensive income (loss). When a determination has been made that an other-than-temporary decline in fair value has occurred, the amount of the decline that is related to a credit loss is realized and is included in other income (expense), net in the condensed consolidated statements of comprehensive income (loss).

Cash equivalents and marketable securities, consisted of the following (in thousands):

	September 30, 2015			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash equivalents:				
Money market funds	$ 102,167	$	$	$ 102,167
Marketable securities:				
Corporate bonds	5,024			5,024
Commercial paper	2,499		(2)	2,497
U.S. treasury securities	7,489	15		7,504
U.S. agency obligations	2,497	6		2,503
	$ 119,676	$ 21	$ (2)	$ 119,695
Due within one year				$ 107,181
Due within two years				12,514
Total				$ 119,695

We do not believe any of the unrealized losses represent an other-than-temporary impairment based on our valuation of available evidence as of September 30, 2015. We expect to receive the full principal and interest on all of these cash equivalents and marketable securities.

Fair Value Measurements

We measure certain financial assets at fair value on a recurring basis based on a fair value hierarchy that requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are:

Level 1 quoted prices in active markets for identical assets or liabilities

Level 2 observable inputs other than Level 1 prices, such as (a) quoted prices for similar assets or liabilities, (b) quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or (c) model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

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Level 1 Measurements

Our cash equivalents held in money market funds are measured at fair value using level 1 inputs.

Level 2 Measurements

Our available-for-sale U.S. treasury securities, U.S. agency obligations, commercial paper and corporate debt securities are measured at fair value using level 2 inputs. We obtain the fair values of our level 2 available-for-sale securities from a professional pricing service.

The following table presents information about our financial assets that are measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value (in thousands):

	Level 1	Level 2	Level 3	Total
Assets at September 30, 2015:				
Cash and cash equivalents:				
Money market funds	102,167			102,167
Marketable securities:				
Corporate bonds		5,024		5,024
Commercial paper		2,497		2,497
U.S. treasury securities		7,504		7,504
U.S. agency obligations		2,503		2,503
	$ 102,167	$ 17,528	$	$ 119,695
Assets at December 31, 2014:				
Cash and cash equivalents:				
Money market funds	91,746			91,746
	$ 91,746	$	$	$ 91,746

NOTE C Goodwill and Intangible Assets, net

The change in our goodwill for the nine months ended September 30, 2015 was due to the effect of foreign currency translation.

Intangible assets included the following (in thousands):

	September 30, 2015			December 31, 2014		
	Carrying Amount	Accumulated Amortization	Net	Carrying Amount	Accumulated Amortization	Net
Subscriber relationships	$ 26,260	$ (11,169)	$ 15,091	$ 26,724	$ (8,992)	$ 17,732

Non-competition agreements	1,833	(1,640)	193	1,849	(1,581)	268
Technology and other	824	(342)	482	922	(71)	851
	$ 28,917	$ (13,151)	$ 15,766	$ 29,495	$ (10,644)	$ 18,851

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At September 30, 2015, future amortization expense for intangible assets was as follows (in thousands):

Remainder of 2015	$ 814
2016	3,256
2017	3,008
2018	2,425
2019	2,134
Thereafter	4,129
	$ 15,766

NOTE D Line of Credit

We have a revolving credit agreement with JPMorgan Chase Bank, N.A. which provides for a $20 million revolving credit facility that we may draw upon from time to time, subject to certain terms and conditions, and will mature on September 30, 2016.

There were no borrowings outstanding at September 30, 2015 and we were in compliance with all covenants under the revolving credit agreement as of that date.

NOTE E Commitments and Contingencies

Operating Leases

On September 1, 2015, we executed a new lease agreement at our New Jersey office location which commences on February 1, 2016 and expires on June 30, 2023. The lease includes a right of first offer to lease certain additional space and one option to extend the term of the lease for five years at a market rate determined in accordance with the lease. There was also a rent holiday of 5 months which has been incorporated into our deferred rent calculation.

At September 30, 2015, our future minimum payments under operating leases were as follows (in thousands):

2015	$ 768
2016	3,143
2017	2,920
2018	2,931
2019	3,027
Thereafter	3,866
	$ 16,655

NOTE F Stock-Based Compensation

Our equity compensation plans provide for the grant of incentive and nonqualified stock options, as well as other stock-based awards including restricted stock and restricted stock units, to employees, non-employee directors and other consultants who provide services to us. Restricted stock awards result in the issuance of new shares when granted. For other stock-based awards, new shares are issued when the award is exercised, vested or released according to the terms of the agreement. In January 2015, 980,924 additional shares were reserved for future issuance under our 2010 Equity Incentive Plan. At September 30, 2015, there were approximately 3.3 million shares available for grant under approved equity compensation plans.

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We recorded stock-based compensation expense of $1.6 million and $4.8 million for the three and nine months ended September 30, 2015 and $1.3 million and $4.0 million for the three and nine months ended September 30, 2014, respectively. This expense was allocated as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Cost of revenues	$ 256	$ 134	$ 716	$ 439
Operating expenses				
Sales and marketing	466	469	1,490	1,423
Research and development	178	134	486	322
General and administrative	710	556	2,064	1,807
Total stock-based compensation expense	$ 1,610	$ 1,293	$ 4,756	$ 3,991

At September 30, 2015, there was approximately $12.7 million of unrecognized stock-based compensation expense under our equity compensation plans, which is expected to be recognized on a straight line basis over a weighted average period of 2.7 years.

Stock Options

Stock options generally vest over four years and have a contractual term of seven to ten years from the date of grant. Our stock option activity was as follows:

	Options (#)	Weighted Average Exercise Price ($/share)
Outstanding at December 31, 2014	1,085,463	$ 26.53
Granted	178,654	67.39
Exercised	(215,126)	15.21
Forfeited	(17,744)	45.62
Outstanding at September 30, 2015	1,031,247	35.64

Of the total outstanding options at September 30, 2015, 696,300 were exercisable with a weighted average exercise price of $24.57 per share. The total outstanding options had a weighted average remaining contractual life of 4.8 years.

The weighted average fair value per share of options granted during the first nine months of 2015 was $23.07 and this was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

Volatility	39.0%
Dividend yield	0%
Life (in years)	4.5
Risk-free interest rate	1.1%-1.5%

As discussed in Note J to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014, beginning in 2015, the volatility assumption used for the Black-Scholes option pricing model is now based solely on the historical volatility of our common stock. Previously, we estimated volatility based partially on the historical volatilities of the publicly traded shares of a selected peer group and partially on the historical volatility of our common stock.

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Restricted Stock Units and Awards

Restricted stock units vest over four years and, upon vesting, the holder is entitled to receive shares of our common stock. With restricted stock awards, shares of our common stock are issued when the award is granted and the restrictions lapse over one year.

Our restricted stock units activity was as follows:

	Restricted Stock Units (#)	Weighted Average Grant Date Fair Value ($/share)
Outstanding at December 31, 2014	115,133	$ 45.25
Granted	67,051	67.39
Vested and common stock issued	(37,537)	40.86
Forfeited	(4,909)	53.90
Outstanding at September 30, 2015	139,738	56.75

The number of restricted stock units outstanding at September 30, 2015 included 27,171 units that have vested, but for which shares of common stock have not yet been issued pursuant to the terms of the agreement.

Our restricted stock awards activity was as follows:

	Restricted Stock Awards (#)	Weighted Average Grant Date Fair Value ($/share)
Outstanding at December 31, 2014	1,338	$ 51.74
Restricted common stock issued	4,110	67.37
Restrictions lapsed	(3,390)	61.20
Forfeited		
Outstanding at September 30, 2015	2,058	67.37

Employee Stock Purchase Plan

Our employee stock purchase plan allows participating employees to purchase shares of our common stock at a discount through payroll deductions. The plan is available to all employees subject to certain eligibility requirements. Participating employees may purchase common stock, on a voluntary after tax basis, at a price that is the lower of 85% of the fair market value of one share of common stock at the beginning or end of each stock purchase period. The plan consists of two six-month offering periods, beginning on January 1 and July 1 of each calendar year. A total of 1.1 million shares of common stock are reserved for issuance under the plan.

For the offering period that began on January 1, 2015 and ended June 30, 2015, we withheld approximately $748,000 from employees participating in the plan. On June 30, 2015, approximately $741,000 of these funds was used to purchase 15,398 shares on behalf of the employees participating in the plan. The remaining funds were refunded to employees pursuant to the requirements of the plan. For the offering period that began on July 1, 2015 and will end on December 31, 2015, we have withheld approximately $417,000 as of September 30, 2015 from employees participating in the plan.

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For the three and nine months ended September 30, 2015, we recorded approximately $102,000 and $312,000, respectively, of stock-based compensation expense associated with the employee stock purchase plan. The fair value was estimated based on the market price of our common stock at the beginning of each offering period and using the Black-Scholes option pricing model with the following weighted-average assumptions:

Volatility	46.0%
Dividend yield	0%
Life (in years)	0.5
Risk-free interest rate	0.1%

NOTE G Income Taxes

We record our interim provision for income taxes by applying our estimated annual effective tax rate to our year-to-date pretax income and adjust the provision for discrete tax items recorded in the period. Differences between our effective tax rate and statutory tax rates are primarily due to the impact of meals and entertainment expense and employee stock purchase plan expense. Our provisions for income taxes included current foreign and state income tax expense, as well as deferred tax expense.

As of September 30, 2015 we do not have any unrecognized tax benefits nor any accrued interest or tax benefits.

NOTE H Net Income Per Share

Basic net income per share has been computed using the weighted average number of shares of common stock outstanding during each period. Diluted net income per share also includes the impact of our outstanding potential common shares, including options and restricted stock units. Potential common shares that are anti-dilutive are excluded from the calculation of diluted net income per share.

The following table presents the components of the computation of basic and diluted net income per share for the periods indicated (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Numerator				
Net income	$ 1,270	$ 838	$ 2,507	$ 1,850
Denominator				
Weighted average common shares outstanding, basic	16,605	16,254	16,525	16,207
Options to purchase common stock	420	488	487	544
Restricted stock units	28	36	25	41
Employee stock purchase plan	1	2	3	1
Weighted average common shares outstanding, diluted	17,054	16,780	17,040	16,793

Net income per share				
Basic	$ 0.08	$ 0.05	$ 0.15	$ 0.11
Diluted	$ 0.07	$ 0.05	$ 0.15	$ 0.11

The effect of approximately 2,000 and 126,000 outstanding potential common shares was excluded from the calculation of diluted net income per share for the three and nine months ended September 30, 2015 and 2014, respectively, as they were anti-dilutive.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are a leading provider of cloud-based supply chain management solutions, providing network-proven integrations and comprehensive retail performance analytics to thousands of customers worldwide. We provide our solutions through the SPS Commerce platform, a cloud-based product suite that improves the way suppliers, retailers, distributors and other customers manage and fulfill orders. We derive the majority of our revenues from thousands of monthly recurring subscriptions from businesses that utilize our solutions.

We plan to continue to grow our business by further penetrating the supply chain management market, increasing revenues from our customers as their businesses grow, expanding our distribution channels, expanding our international presence and, from time to time, developing new solutions and applications. We also intend to selectively pursue acquisitions that will add customers, allow us to expand into new regions or allow us to offer new functionalities.

For the three months ended September 30, 2015, our revenues were $40.4 million, an increase of 24% from the comparable period in 2014, and represented our 59th consecutive quarter of increased revenues. Total operating expenses increased 20% for the same period in 2015 from 2014. Similar results were experienced for the nine months ended September 30, 2015 with increased revenues of 26% and increased operating expenses of 24% compared to the same period in 2014.

Key Financial Terms and Metrics

We have several key financial terms and metrics, including annualized average recurring revenues per recurring revenue customer, which we also refer to as wallet share. During the nine months ended September 30, 2015, there were no changes in the definitions of our key financial terms and metrics, which are discussed in more detail under the heading *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in our Annual Report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on February 20, 2015.

To supplement our financial statements, we also provide investors with Adjusted EBITDA and non-GAAP income per share, both of which are non-GAAP financial measures. We believe that these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to our financial condition and results of operations. Our management uses these non-GAAP measures to compare the company s performance to that of prior periods for trend analyses and planning purposes. Adjusted EBITDA is also used for purposes of determining executive and senior management incentive compensation. These measures are also presented to our board of directors.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with U.S. generally accepted accounting principles (GAAP). These non-GAAP financial measures exclude significant expenses and income that are required by GAAP to be recorded in our financial statements and are subject to inherent limitations. Investors should review the reconciliations of non-GAAP financial measures to the comparable GAAP financial measures that are included in this *Management s Discussion and Analysis of Financial Condition and Results of Operations.*

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Critical Accounting Policies and Estimates

This discussion of our financial condition and results of operations is based upon our condensed consolidated financial statements, which are prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that we believe to be reasonable. Our actual results may differ from these estimates under different assumptions or conditions.

A critical accounting policy is one that is both material to the presentation of our financial statements and requires us to make difficult, subjective or complex judgments for uncertain matters that could have a material effect on our financial condition and results of operations. Accordingly, we believe that our policies for revenue recognition, the allowance for doubtful accounts, income taxes, stock-based compensation and the valuation of goodwill and purchased intangible assets are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

During the nine months ended September 30, 2015, there were no changes in our significant accounting policies or estimates. See Note A to our consolidated financial statements included in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on February 20, 2015, for additional information regarding our accounting policies.

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Results of Operations

The following table presents our results of operations for the periods indicated (dollars in thousands):

	Three Months Ended September 30,					
	2015		2014		Change	
		% of revenue		% of revenue	$	%
Revenues	$ 40,354	100.0%	$ 32,506	100.0%	$ 7,848	24.1%
Cost of revenues	12,700	31.5	9,970	30.7	2,730	27.4
Gross profit	27,654	68.5	22,536	69.3	5,118	22.7
Operating expenses						
Sales and marketing	13,795	34.2	12,046	37.1	1,749	14.5
Research and development	4,494	11.1	3,338	10.3	1,156	34.6
General and administrative	6,276	15.6	5,153	15.9	1,123	21.8
Amortization of intangible assets	829	2.1	645	2.0	184	28.5
Total operating expenses	25,394	62.9	21,182	65.2	4,212	19.9
Income from operations	2,260	5.6	1,354	4.2	906	66.9
Other income (expense)						
Interest income, net	49	0.1	52	0.2	(3)	(5.8)
Other income (expense), net	(86)	(0.2)	(36)	(0.1)	50	138.9
Total other income (expense), net	(37)	(0.1)	16		53	(331.3)
Income before income taxes	2,223	5.5	1,370	4.2	853	62.3
Income tax expense	(953)	(2.4)	(532)	(1.6)	421	79.1
Net income	$ 1,270	3.1	$ 838	2.6	432	51.6

	Nine Months Ended September 30,					
	2015		2014		Change	
		% of revenue		% of revenue	$	%
Revenues	$ 116,170	100.0%	$ 92,545	100.0%	$ 23,625	25.5%
Cost of revenues	36,607	31.5	28,852	31.2	7,755	26.9
Gross profit	79,563	68.5	63,693	68.8	15,870	24.9

Operating expenses						
Sales and marketing	41,640	35.8	34,500	37.3	7,140	20.7
Research and development	13,058	11.2	9,677	10.5	3,381	34.9
General and administrative	18,149	15.6	14,506	15.7	3,643	25.1
Amortization of intangible assets	2,507	2.2	2,044	2.2	463	22.7
Total operating expenses	75,354	64.9	60,727	65.6	14,627	24.1
Income from operations	4,209	3.6	2,966	3.2	1,243	41.9
Other income (expense)						
Interest income, net	123	0.1	151	0.2	(28)	(18.5)
Other expense	(255)	(0.2)	(57)	(0.1)	(198)	347.4
Total other income (expense), net	(132)	(0.1)	94	0.1	(226)	(240.4)
Income before income taxes	4,077	3.5	3,060	3.3	1,017	33.2
Income tax expense	(1,570)	(1.4)	(1,210)	(1.3)	(360)	29.8
Net income	$ 2,507	2.2	$ 1,850	2.0	657	35.5

Due to rounding, totals may not equal the sum of the line items in the table above.

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Three and Nine months Ended September 30, 2015 compared to Three and Nine months Ended September 30, 2014

Revenues. Revenues for the three months ended September 30, 2015 increased $7.9 million, or 24%, to $40.4 million from $32.5 million for the same period in 2014. Revenues for the nine months ended September 30, 2015 increased $23.6 million, or 26%, to $116.2 million from $92.5 million for the same period in 2014. The increase in revenues for each period resulted from two primary factors: the increase in recurring revenue customers and the increase in annualized average recurring revenues per recurring revenue customer, which we also refer to as wallet share.

Annualized average recurring revenues per recurring revenue customer, or wallet share, increased 15% to $6,436 for the three months ended September 30, 2015 from $5,596 for the same period in 2014. This increase in wallet share was primarily attributable to increased fees resulting from increased usage of our solutions by our recurring revenue customers and growth in larger customers.

The number of recurring revenue customers increased 9% to 23,092 at September 30, 2015 from 21,218 at September 30, 2014.

Recurring revenues from recurring revenue customers accounted for 91% of our total revenues, respectively, for each of the three and nine months ended September 30, 2015, compared to 90% for each of the same periods in 2014. We anticipate that the number of recurring revenue customers and wallet share will continue to increase as we increase the number of solutions we offer and increase the penetration of those solutions across our customer base.

Cost of Revenues. Cost of revenues for the three months ended September 30, 2015 increased $2.7 million, or 27.4%, to $12.7 million from $10.0 million for the same period in 2014. Cost of revenues for the nine months ended September 30, 2015 increased $7.8 million, or 26.9%, to $36.6 million from $28.9 million for the same period in 2014. The increase in cost of revenues for the each of the three and nine month periods in 2015 was primarily due to increased headcount in 2015, which resulted in higher personnel-related costs of approximately $1.8 million and $6.2 million, respectively, compared to the same periods in 2014. As a percentage of revenues, cost of revenues were 32%, for the three and nine months ended September 30, 2015, and 31% for the three and nine months ended September 30, 2014. Going forward, we anticipate that cost of revenues will increase in absolute dollars as we continue to expand our business.

Sales and Marketing Expenses. Sales and marketing expenses for the three months ended September 30, 2015 increased $1.7 million, or 15%, to $13.8 million from $12.0 million for the same period in 2014. Sales and marketing expenses for the nine months ended September 30, 2015 increased $7.1 million, or 21%, to $41.6 million from $34.5 million for the same period in 2014. The increase in sales and marketing expenses for the each of the three and nine month periods in 2015 was due to increased headcount in 2015, which resulted in higher personnel-related costs of approximately $1.4 million and $4.2 million, respectively, as well as increased variable compensation of approximately $138,000 and $1.3 million, respectively, earned by sales personnel and referral partners from new business compared to the same periods in 2014. As a percentage of revenues, sales and marketing expenses were 34% and 36% for the three and nine months ended September 30, 2015, respectively, compared to 37% for the same periods in 2014. As we expand our business, we will continue to add resources to our sales and marketing efforts over time, and we expect that these expenses will continue to increase in absolute dollars.

Research and Development Expenses. Research and development expenses for the three months ended September 30, 2015 increased $1.2 million, or 35%, to $4.5 million from $3.3 million for the same period in 2014. Research and development expenses for the nine months ended September 30, 2015 increased $3.4 million, or 35% to $13.1 million from $9.7 million for the same period in 2014. The increase in research and development expenses for each of the three and nine month periods in 2015 was primarily due to increased headcount in 2015, which resulted in higher personnel costs of approximately $957,000 and $2.7 million, respectively, compared to the same periods in 2014. We also had increased occupancy expenses of approximately $61,000 and $247,000, respectively, in 2015 as compared to 2014. As a percentage of revenues, research and development expenses were 11% for the three and nine months ended September 30, 2015, respectively, compared to 10% for each of the same periods in 2014. As we enhance and expand our solutions and applications, we expect that research and development expenses will continue to increase in absolute dollars.

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General and Administrative Expenses. General and administrative expenses for the three months ended September 30, 2015 increased $1.1 million, or 22%, to $6.3 million from $5.2 million for the same period in 2014. General and administrative expenses for the nine months ended September 30, 2015 increased $3.6 million, or 25%, to $18.1 million from $14.5 million for the same period in 2014. The increase in general and administrative expenses for the three and nine month periods in 2015 was due to increased headcount in 2015, which resulted in higher personnel-related costs of approximately $796,000 and $2.4 million, respectively, compared to the same periods in 2014. We also had increased stock based compensation expenses of approximately $154,000 and $256,000, respectively. As a percentage of revenues, general and administrative expenses were 16% for each of the three and nine months ended September 30, 2015 and 2014, respectively. Going forward, we expect that general and administrative expenses will continue to increase in absolute dollars as we expand our business.

Income Tax Expense. We recorded income tax expense of $953,000 and $1.6 million for the three and nine months ended September 30, 2015, respectively. We recorded income tax expense of $532,000 and $1.2 million for the three and nine months ended September 30, 2014, respectively. The increase in income tax expense for the three and nine month periods in 2015 was primarily due to increased pretax book income. For the full year 2015, we expect that our annual effective income tax rate will be approximately 40%.

Adjusted EBITDA. Adjusted EBITDA, which is a non-GAAP measure of financial performance, consists of net income plus depreciation and amortization, interest expense, interest income, income tax expense, stock-based compensation expense and other adjustments as necessary for a fair presentation. The following table provides a reconciliation of net income to Adjusted EBITDA (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	$ 1,270	$ 838	$ 2,507	$ 1,850
Depreciation and amortization of property and equipment	1,584	1,430	4,693	4,253
Amortization of intangible assets	829	645	2,507	2,044
Interest income, net	(49)	(52)	(123)	(151)
Income tax expense	953	532	1,570	1,210
Other				(69)
EBITDA	4,587	3,393	11,154	9,137
Stock-based compensation expense	1,610	1,293	4,756	3,991
Adjusted EBITDA	$ 6,197	$ 4,686	$ 15,910	$ 13,128

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Non-GAAP Income per Share. Non-GAAP income per share, which is also a non-GAAP measure of financial performance, consists of net income plus stock-based compensation expense and amortization expense related to intangible assets divided by the weighted average number of shares of common stock outstanding during each period. The following table provides a reconciliation of net income to non-GAAP income per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	$ 1,270	$ 838	$ 2,507	$ 1,850
Stock-based compensation expense	1,610	1,293	4,756	3,991
Amortization of intangible assets	829	645	2,507	2,044
Non-GAAP income	$ 3,709	$ 2,776	$ 9,770	$ 7,885
Shares used to compute non-GAAP income per share				
Basic	16,605	16,254	16,525	16,207
Diluted	17,054	16,780	17,040	16,793
Non-GAAP income per share				
Basic	$ 0.22	$ 0.17	$ 0.59	$ 0.49
Diluted	$ 0.22	$ 0.17	$ 0.57	$ 0.47

Liquidity and Capital Resources

At September 30, 2015, our principal sources of liquidity were cash, cash equivalents and marketable securities of $135.4 million and accounts receivable, net of allowance for doubtful accounts, of $17.9 million. Marketable securities are invested in accordance with our investment policy, with a goal of maintaining liquidity and capital preservation. Our cash equivalents and marketable securities are held in highly liquid money market funds, commercial paper, federal agency securities, and corporate debt securities.

Net Cash Flows from Operating Activities

Net cash provided by operating activities was $6.9 million and $11.6 million for the nine months ended September 30, 2015 and 2014, respectively. The decrease in operating cash flows as compared to the same period in 2014 was primarily due to the timing of payments for accounts payable, accrued expenses and other current assets, which is somewhat offset by higher net income after adjusting for depreciation and amortization and stock-based compensation expense.

Net Cash Flows from Investing Activities

Net cash used in investing activities was $24.0 million and $4.4 million for the nine months ended September 30, 2015 and 2014, respectively. The increase in net cash used in investing activities for 2015 as compared to 2014 was primarily due to the purchase of marketable securities of $17.5 million. In 2015 and 2014, we had capital expenditures of $6.5 million and $4.4 million, respectively. Our capital expenditures are for supporting our business growth and existing customer base, as well as for our internal use such as equipment for our employees.

Net Cash Flows from Financing Activities

Net cash provided by financing activities was $5.2 million and $2.3 million for the nine months ended September 30, 2015 and 2014, respectively, all related to the exercise of stock options and proceeds from our employee stock purchase plan.

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Effect of Foreign Currency Exchange Rate Changes

Our results of operations and cash flows were not materially affected by fluctuations in foreign currency exchange rates. We maintain less than 10% of our total cash and cash equivalents outside of the United States in foreign currencies, primarily in Australian dollars. We believe that a significant change in foreign currency exchange rates or an inability to access these funds would not affect our ability to meet our operational needs.

Credit Facility

We have a revolving credit agreement with JPMorgan Chase Bank, N.A. that will mature on September 30, 2016. The revolving credit agreement provides for a $20 million revolving credit facility that we may draw upon from time to time, subject to certain terms and conditions. There were no borrowings outstanding at September 30, 2015 and we were in compliance with all covenants under the revolving credit agreement as of that date.

Adequacy of Capital Resources

Our future capital requirements may vary significantly from those now planned and will depend on many factors, including:

- costs to develop and implement new solutions and applications, if any;
- sales and marketing resources needed to further penetrate our market and gain acceptance of new solutions and applications that we may develop;
- expansion of our operations in the United States and internationally;
- response of competitors to our solutions and applications; and,
- use of capital for acquisitions, if any.

Historically, we have experienced increases in our expenditures consistent with the growth in our operations and personnel, and we anticipate that our expenditures will continue to increase as we expand our business.

We believe our cash, cash equivalents, marketable securities and our cash flows from operations will be sufficient to meet our working capital and capital expenditure requirements for at least the next twelve months.

Inflation and changing prices did not have a material effect on our business during the nine months ended September 30, 2015 and we do not expect that inflation or changing prices will materially affect our business in the foreseeable future.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt. Additionally, we are not a party to any derivative contracts or synthetic leases.

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Contractual and Commercial Commitment Summary

Our contractual obligations and commercial commitments as of September 30, 2015 are summarized below:

		Payments Due By Period			
		Less Than			More Than
Contractual Obligations	Total	1 Year	1-3 Years	3-5 Years	5 Years
			(In thousands)		
Operating lease obligations	$ 16,655	$ 768	$ 6,063	$ 5,958	$ 3,866

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Sensitivity Risk

The principal objectives of our investment activities are to preserve principal, provide liquidity and maximize income consistent with minimizing risk of material loss. We are exposed to market risk related to changes in interest rates. However, based on the nature and current level of our investments (primarily cash and cash equivalents, which approximate fair value due to their short maturities, and marketable securities), we believe there is no material risk exposure. We do not enter into investments for trading or speculative purposes.

We did not have any outstanding debt as of September 30, 2015. Therefore, we do not have any material risk to interest rate fluctuations unless we borrow under our credit facility in the future.

Foreign Currency Exchange Risk

We have revenue, expenses, assets and liabilities that are denominated in currencies other than the U.S. dollar, primarily the Australian dollar. As we expand internationally, our results of operations and cash flows will be impacted by foreign currency fluctuations. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency exchange risk, although we may do so in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2015.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently subject to any material legal proceedings. From time to time, we may be named as a defendant in legal actions or otherwise be subject to claims arising from our normal business activities. Any such actions, even those that lack merit, could result in the expenditure of significant financial and managerial resources. We believe that we have obtained adequate insurance coverage or rights to indemnification in connection with potential legal proceedings that may arise.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed under the heading *Risk Factors* in our Annual Report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on February 20, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

Not Applicable.

Item 6. Exhibits

The exhibits filed as part of this Quarterly Report on Form 10-Q are listed in the Exhibit Index immediately following the signatures to this report.

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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.

Dated: October 30, 2015

SPS COMMERCE, INC.

/s/ KIMBERLY K. NELSON
Kimberly K. Nelson
Executive Vice President and Chief Financial Officer

(principal financial and accounting officer)

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EXHIBIT INDEX

Exhibit Number	*Description*
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3 (File No. 333-182097) filed with the Commission on September 13, 2012).
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to our Registration Statement on Form S-1/A (File No. 333-163476) filed with the Commission on March 5, 2010).
31.1	Certification of Principal Executive Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
31.2	Certification of Principal Financial Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
101	Interactive Data Files Pursuant to Rule 405 of Regulation S-T (filed herewith).

** Indicates management contract or compensatory plan or arrangement.