

SPS COMMERCE INC
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 *
RCCF Management, Inc.

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)
221 EAST 4TH STREET, SUITE 2400

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

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

(Street)
CINCINNATI, OH 45202

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

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 | 04/27/2010 | | C | | 1,264,934 | A | 11 | 1,264,934 | I | By River Cities SBIC III, L.P. (2) |
| Common Stock | 04/27/2010 | | S | | 252,987 | D | \$ 11.16 | 1,011,947 | I | By River Cities SBIC III, L.P. (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|---------------------|--|-----|--|-----------------|---|--------------|---------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | | |
| Series A Convertible Preferred Stock | (1) | 04/27/2010 | | C | V | (A) | (D) | (3) | (3) | Common Stock | 10,387 |
| Series B Convertible Preferred Stock | (1) | 04/27/2010 | | C | | | | (3) | (3) | Common Stock | 694,265 |
| Series C Convertible Preferred Stock | (1) | 04/27/2010 | | C | | | | (3) | (3) | Common Stock | 560,282 |
| Stock Option (Right to Buy) | \$ 12 | 04/27/2010 | | A | | | | (4) | 04/26/2020 | Common Stock | 16,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RCCF Management, Inc. 221 EAST 4TH STREET SUITE 2400 CINCINNATI, OH 45202 | | X | | |
| River Citites SBIC III, L.P. 221 EAST 4TH STREET SUITE 2400 CINCINNATI, OH 45202 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Ryan R. Miske, on behalf of RCCF Management, Inc. | 04/29/2010 |
| **Signature of Reporting Person | Date |
| /s/ Ryan R. Miske, on behalf of RCCF Management, Inc., as General Partner of River Cities SBIC III, L.P. | 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) The securities converted into the Issuer's Common Stock at a rate of one-for-one.
Represents securities held directly by River Cities SBIC III, L.P., which is managed by RCCF Management, Inc. 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 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.
- (3) 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.
- (4) The Option is held by Murray R. Wilson, a director of the Issuer and special consultant to RCCF Management, Inc. Mr. Wilson holds this Option for the sole benefit of River Cities Capital Fund II Limited Partnership and River Cities SBIC III, L.P.
- (5)

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.