

SPS COMMERCE INC  
Form S-1MEF  
April 22, 2010

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**As filed with the Securities and Exchange Commission on April 22, 2010**

**Registration No. 333-**

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

**FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**SPS COMMERCE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**7372**

(Primary Standard Industrial  
Classification Code Number)

**41-2015127**

(I.R.S. Employer  
Identification No.)

**333 South Seventh Street, Suite 1000  
Minneapolis, MN 55402  
(612) 435-9400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Archie C. Black  
President and Chief Executive Officer  
SPS Commerce, Inc.  
333 South Seventh Street, Suite 1000  
Minneapolis, MN 55402  
(612) 435-9400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Andrew G. Humphrey  
Jonathan R. Zimmerman**  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-3901  
(612) 766-7000

**Mark J. Macenka  
Kenneth J. Gordon**  
Goodwin Procter LLP  
Exchange Place  
53 State Street  
Boston, MA 02109  
(617) 570-1000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.  333-163476

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If this Form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

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

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SIGNATURES

EXHIBIT INDEX

EX-5.1

EX-23.1

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<b>Title of Each Class of Securities to be</b>	<b>Proposed Maximum Aggregate Offering Price (1)(2)(3)</b>	<b>Amount of Registration Fee</b>
<b>Registered</b> Common stock, par value \$0.001 per share	\$ 6,701,034	\$ 477.78
<p>(1) In accordance with Rule 457(o) under the Securities Act of 1933, as amended (the Act), the number of shares being registered and the proposed maximum offering price per share are not included in this table.</p> <p>(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act.</p> <p>(3) The registrant previously registered an aggregate of \$49,833,342 of Common Stock on Registration Statement on Form S-1 (File No. 333-163476), as amended, which was declared effective on April 21, 2010 and for which a</p>		

filing fee of  
\$2,840.12 was  
previously paid.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE  
SECURITIES AND  
EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE ACT.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to an increase in the proposed maximum aggregate offering price of the common stock, par value \$0.001 per share ( Common Stock ), of SPS Commerce, Inc., a Delaware corporation (the Company ), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of an independent registered public accounting firm. This Registration Statement relates to the Company s Registration Statement on Form S-1, as amended (File No. 333-163476) (the Original Registration Statement ), initially filed by the Company on December 3, 2009 and declared effective by the Securities and Exchange Commission on April 21, 2010. The Company is filing this Registration Statement for the sole purpose of increasing the maximum aggregate offering price for the Common Stock offered to reflect the actual initial public offering of 4,096,694 shares of the Common Stock, plus an over-allotment option of 614,504 shares, at a price of \$12.00 per share for a total maximum aggregate offering price of \$56,534,376. Pursuant to Rule 462(b), the contents of the Original Registration Statement, including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on this 22nd day of April, 2010.

**SPS COMMERCE, INC.**

By: /s/ Kimberly K. Nelson  
 Kimberly K. Nelson  
 Executive Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Archie C. Black Archie C. Black	President and Chief Executive Officer (principal executive officer)	April 22, 2010
/s/ Kimberly K. Nelson Kimberly K. Nelson	Executive Vice President and Chief Financial Officer  (principal financial and accounting officer)	April 22, 2010
Steve A. Cobb	* Director	April 22, 2010
Michael B. Gorman	* Director	April 22, 2010
Martin J. Leestma	* Director	April 22, 2010
George H. Spencer, III	* Director	April 22, 2010
Murray R. Wilson	* Director	April 22, 2010
Sven A. Wehrwein	* Director	April 22, 2010

\* /s/ Kimberly K. Nelson

By: Kimberly K. Nelson



Agent and attorney-in-fact

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**SPS COMMERCE, INC.  
REGISTRATION STATEMENT ON FORM S-1  
EXHIBIT INDEX**

<i>No.</i>	<i>Description</i>
5.1	Opinion of Faegre & Benson LLP
23.1	Consent of Grant Thornton LLP
23.2	Consent of Faegre & Benson LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

\* Incorporated by reference from the Company's Registration Statement on Form S-1, as amended (File No. 333-163476), initially filed by the Company on December 3, 2009 and declared effective by the Securities and Exchange Commission on April 21, 2010.