

SPS COMMERCE INC

Form 3

April 21, 2010

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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.

(Last)

(First)

(Middle)

221 EAST 4TH
STREET, SUITE 2400

(Street)

CINCINNATI, OH 45202

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/21/2010

3. Issuer Name and Ticker or Trading Symbol
SPS COMMERCE INC [SPSC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	10,387	\$ 0 <u>(1)</u>	I	By River Cities SBIC III, L.P. <u>(3)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	694,265	\$ 0 <u>(1)</u>	I	By River Cities SBIC III, L.P. <u>(3)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	560,282	\$ 0 <u>(1)</u>	I	By River Cities SBIC III, L.P. <u>(3)</u>

Reporting Owners

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

Signatures

/s/ Ryan R. Miske, on behalf of RCCF Management, Inc.

04/21/2010

 **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.

04/21/2010

****Signature of Reporting Person**

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A, Series B, and Series C Convertible Preferred Stock is convertible at any time at the option of the holder, and will automatically convert into shares of the Issuer's Common Stock on a one-for-one basis in connection with the closing of the Issuer's initial public offering.
- (2) The securities do not have an expiration date. The securities will automatically convert into shares of the Issuer's Common Stock on a one-for-one basis in connection with the closing of the Issuer's initial public offering.
- (3) 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.

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.