

SPS COMMERCE INC  
Form 8-K  
March 02, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
March 2, 2011**

**Date of report (Date of earliest event reported)  
SPS COMMERCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Delaware</b>   | <b>001-34702</b>         | <b>41-2015127</b>                    |
| (State of Incorporation)  | (Commission File Number) | (I.R.S. Employer Identification No.) |
| <b>333 South Seventh Street, Suite 1000<br/>Minneapolis, MN</b> |                          | <b>55402</b>                         |
| (Address of Principal Executive Offices)                        | <b>(612) 435-9400</b>    | (Zip Code)                           |

(Registrant's Telephone Number, Including Area Code)  
**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Daniel R. Fishback was elected to join the board of directors of SPS Commerce, Inc. (the Company ) effective as of March 2, 2011, filling the seat previously held by Steve A. Cobb who resigned effective March 2, 2011. Mr. Fishback serves as a member of the board of directors and the President and CEO of DemandTec, Inc., where he has served in those positions since June 2001. DemandTec is the collaborative optimization network for retailers and consumer products companies used to develop essential merchandising, marketing, sales, and shopper insights decisions. From January 2000 to March 2001, Mr. Fishback served as Vice President of Channels for Ariba, Inc., a provider of solutions to help companies manage their corporate spending. Mr. Fishback's experience also includes senior executive positions at Trading Dynamics, Inc. and Hyperion Solutions Corporation.

Mr. Fishback will serve as a Class III director with a term that will expire at the Company's 2013 annual meeting of stockholders. For his service on the board, Mr. Fishback will be compensated in accordance with the Company's non-employee director compensation policy, which provides that he will receive an initial stock option grant to purchase 16,020 shares of our common stock upon appointment to the board. This initial grant will vest in equal monthly installments over three years for so long as Mr. Fishback remains a member of the board. The Company's non-employee director compensation policy also provides that Mr. Fishback will receive an annual stock option grant to purchase up to 5,340 shares of the Company's common stock on the date of each annual meeting of stockholders at which he is elected to the board or continues to serve as a director. These awards will vest in full on the earlier of one year after the date of grant or the date of the next year's annual meeting of stockholders, provided he remains a member of the board as of the vesting date. Mr. Fishback will receive an annual retainer of \$20,000 for his service on the board and an additional annual fee of \$2,000 for his committee service.

Mr. Fishback will be a member of the governance and nominating committee of the board. Mr. Fishback has not been a participant in, or is to be a participant in, any related-person transaction or proposed related-person transaction required to be disclosed by Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934.

A copy of the press release announcing Mr. Fishback's appointment to the board is furnished, but not filed, as Exhibit 99 hereto.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99 Press Release dated March 2, 2011

**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 hereunto duly authorized.

SPS COMMERCE, INC.

Date: March 2, 2011

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

**EXHIBIT INDEX**

| <b>No.</b> | <b>Description</b>                | <b>Manner of Filing</b> |
|------------|-----------------------------------|-------------------------|
| 99         | Press Release dated March 2, 2011 | Filed<br>Electronically |