

SPS COMMERCE INC  
Form SC 13G/A  
February 01, 2013

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**SPS Commerce, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**78463M 10 7**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78463M 10 7

SCHEDULE 13G

|   |   |  |  |
|---|---|--|--|
| 1   | Names of Reporting Persons<br>I.R.S. Identification No. of Above Persons (Entities Only)  |  |  |
|   | Split Rock Partners, LLC  |  |  |
| 2   | Check the Appropriate Box if a Member of a Group*<br>Not Applicable                       |  |  |
|   | (a)   | o  |  |
|   | (b)   | o  |  |
| 3   | SEC Use Only  |  |  |
| 4   | Citizenship or Place of Organization<br>Delaware limited liability company                |  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5   | Sole Voting Power<br>0                     |  |
|   | 6   | Shared Voting Power<br>0 (see Item 4)      |  |
|   | 7   | Sole Dispositive Power<br>0                |  |
|   | 8   | Shared Dispositive Power<br>0 (see Item 4) |  |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 (see Item 4)            |  |  |
| 10  | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o<br>Not Applicable |  |  |
| 11  | Percent of Class Represented by Amount in Row (9)<br>0.0%                                 |  |  |
| 12  | Type of Reporting Person*<br>OO   |  |  |

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 78463M 10 7

SCHEDULE 13G

|   |   |                          |                |
|---|---|--------------------------|----------------|
| 1   | Names of Reporting Persons<br>I.R.S. Identification No. of Above Persons (Entities Only)  |                          |                |
|   | SPVC VI, LLC  |                          |                |
| 2   | Check the Appropriate Box if a Member of a Group*<br>Not Applicable                       |                          |                |
|   | (a)   | o                        |                |
|   | (b)   | o                        |                |
| 3   | SEC Use Only  |                          |                |
| 4   | Citizenship or Place of Organization<br>Delaware limited liability company                |                          |                |
|   | 5   | Sole Voting Power        | 0              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6   | Shared Voting Power      | 0 (see Item 4) |
|   | 7   | Sole Dispositive Power   | 0              |
|   | 8   | Shared Dispositive Power | 0 (see Item 4) |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 (see Item 4)            |                          |                |
| 10  | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* o<br>Not Applicable |                          |                |
| 11  | Percent of Class Represented by Amount in Row (9)<br>0.0%                                 |                          |                |
| 12  | Type of Reporting Person*<br>OO   |                          |                |

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

- Item 1(a).** Name of Issuer:  
The name of the issuer is SPS Commerce, Inc. (the Issuer ).
- Item 1(b).** Address of Issuer's Principal Executive Offices:  
The address of the principal executive offices of the Issuer is 333 South Seventh Street, Suite 1000, Minneapolis, MN 55402.
- Item 2(a).** Name of Persons Filing:  
Split Rock Partners, LLC ( Split Rock ) and SPVC VI, LLC ( SPVC VI ). Split Rock and SPVC VI are collectively referred to herein as the Reporting Persons .
- Item 2(b).** Address of Principal Business Office:  
The principal business address of each of the Reporting Persons is 10400 Viking Drive, Suite 550, Eden Prairie, MN 55344.
- Item 2(c).** Citizenship:  
Each of the Reporting Persons is a Delaware limited liability company.
- Item 2(d).** Title of Class of Securities:  
The class of equity securities to which this Statement relates is the common stock of the Issuer (the Common Stock ).
- Item 2(e).** CUSIP Number:  
The CUSIP number of the Common Stock is 78463M 10 7.

- Item 3.** **If this Statement is filed pursuant to §240.13d-1(b), or §240.13d-2(b) or (c), check whether the filing person is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
  - (k)  §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4.**

Not Applicable.

**Ownership:**

**Item 5.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Ownership of Five Percent or Less of a Class:**

**Item 6.**

Not Applicable.

**Ownership of More than Five Percent on Behalf of Another Person:**

**Item 7.**

Not Applicable.

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**

**Item 8.**

Not Applicable.

**Identification and Classification of Members of the Group:**

**Item 9.**

Not Applicable.

**Notice of Dissolution of Group:**

**Item 10.**  
Not Applicable.

**Certifications:**

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 1, 2013.

SPLIT ROCK PARTNERS, LLC

By: /s/ Steven L.P. Schwen  
Steven L.P. Schwen  
Its: Chief Financial Officer

SPVC VI, LLC

By: /s/ Steven L.P. Schwen  
Steven L.P. Schwen  
Its: Chief Financial Officer