

SPS COMMERCE INC  
Form 8-A12B  
April 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
SPS COMMERCE, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**41-2015127**

(State of incorporation or organization)

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

**333 South Seventh Street, Suite 1000, Minneapolis,  
MN**

**55402**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered:

Name of each exchange on  
which each class is to be registered:  
The NASDAQ Stock Market LLC

Common stock, par value \$0.001 per share

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates 333-163476

Securities to be registered pursuant to Section 12(g) of the Act: None.

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**Item 1. Description of Registrant's Securities to be Registered.**

The Description of Capital Stock section included in the Registrant's Registration Statement on Form S-1 (SEC File No. 333-163476), as amended, which Registration Statement was initially filed with the Securities and Exchange Commission on December 3, 2009, as well as in any prospectus that constitutes a part thereof and is filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SPS COMMERCE, INC.

Dated: April 19, 2010

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