

SPS COMMERCE INC  
Form S-8 POS  
February 04, 2011

As filed with the Securities and Exchange Commission on February 4, 2011  
Registration Number 333-167313

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

**SPS COMMERCE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware** **41-2015127**  
(State of incorporation) (IRS Employer Identification No.)  
**333 South Seventh Street, Suite 1000**  
**Minneapolis, MN 55402**  
(Address of Principal Executive Offices) (Zip Code)

**ST. PAUL SOFTWARE, INC. 1999 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

Copy to:

**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 and telephone number, including area code, of agent for service)

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)

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (the Registration Statement ), File No. 333-167313, which originally registered 837 shares of common stock of SPS Commerce, Inc. for issuance pursuant to the St. Paul Software, Inc. 1999 Equity Incentive Plan (the Plan ). The Plan has terminated and this Post-Effective Amendment is filed to deregister the 837 remaining shares registered, but not issued, under the Registration Statement following termination of the Plan.

**Item 8. Exhibits**

See the Exhibit Index following the signature page.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on February 4, 2011.

SPS COMMERCE, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <i>Signature</i>              | <i>Title</i>   | <i>Date</i>      |
|-------------------------------|--|------------------|
| <i>/s/ Archie C. Black</i>    | President, Chief Executive Officer and Director<br>(principal executive officer)                     | February 4, 2011 |
| <i>Archie C. Black</i>        |  |                  |
| <i>/s/ Kimberly K. Nelson</i> | Executive Vice President and Chief Financial Officer<br>(principal financial and accounting officer) | February 4, 2011 |
| <i>Kimberly K. Nelson</i>     |  |                  |
| *                             | Director   | February 4, 2011 |
| <i>Steve A. Cobb</i>          |  |                  |
| *                             | Director   | February 4, 2011 |
| <i>Michael B. Gorman</i>      |  |                  |
| *                             | Director   | February 4, 2011 |
| <i>Martin J. Leestma</i>      |  |                  |
|                               | Director   |                  |
| <i>Philip E. Soran</i>        |  |                  |
| *                             | Director   | February 4, 2011 |
| <i>George H. Spencer, III</i> |  |                  |
| *                             | Director   | February 4, 2011 |
| <i>Sven A. Wehrwein</i>       |  |                  |

*\*/s/ Kimberly K. Nelson*

By: Kimberly K. Nelson  
Agent and  
attorney-in-fact

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b> | <b>Manner of Filing</b>   |
|----------------|--------------------|---|
| 24             | Powers of Attorney | Incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-8 filed with the SEC on June 4, 2010. |