

SPS COMMERCE INC  
Form 8-K  
May 16, 2013

**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**

May 15, 2013

Date of report (Date of earliest event reported)

**SPS COMMERCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State)

001-34702  
(Commission)

41-2015127  
(I.R.S. Employer)

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(State of Incorporation)

(File Number)

(Identification No.)

**333 South Seventh Street, Suite 1000**

**Minneapolis, MN**  
(Address of Principal Executive Offices)

**(612) 435-9400**

**55402**  
(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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 15, 2013, SPS Commerce, Inc. (the Company) held its 2013 Annual Meeting of Stockholders. At the 2013 Annual Meeting, the Company's stockholders voted on the following matters:

*Election of Directors*

The following nominees were re-elected to serve as directors for a term that will last until the Company's 2014 Annual Meeting of Stockholders or until his successor is duly elected and qualified. The number of votes cast for and withheld from each nominee and the number of broker non-votes with respect to each nominee were as follows:

| Name                   | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Archie C. Black        | 12,867,360 | 160,179        | 834,908          |
| Bradley A. Cleveland   | 13,011,295 | 16,244         | 834,908          |
| Michael B. Gorman      | 12,831,124 | 196,415        | 834,908          |
| Martin J. Leestma      | 12,805,585 | 221,954        | 834,908          |
| Philip E. Soran        | 12,798,376 | 229,163        | 834,908          |
| George H. Spencer, III | 12,642,019 | 385,520        | 834,908          |
| Sven A. Wehrwein       | 12,994,925 | 32,614         | 834,908          |

*Ratification of the Selection of Grant Thornton LLP as the Company's Independent Auditor for 2013*

The Company's stockholders ratified the appointment by the Audit Committee of the Company's Board of Directors of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013 by voting as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 13,853,314 | 8,089   | 1,044   | 0                |

*Advisory Vote on Approval of the Compensation of the Company's Named Executive Officers*

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers by voting as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 11,815,490 | 1,204,001 | 8,048   | 834,908          |

*Advisory Vote on the Frequency of Future Votes to Approve the Compensation of the Company's Named Executive Officers*

The Company's stockholders voted as follows on the frequency of future votes to approve the compensation of the Company's named executive officers:

| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 12,528,694 | 182,470   | 314,287     | 2,088   | 0                |

Based on the results of such vote, the Company's Board of Directors has determined to include a stockholder vote on executive compensation in the Company's proxy materials on an annual basis.

**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: May 16, 2013

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