

SPS COMMERCE INC  
Form 8-K  
October 17, 2017

**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**

**October 12, 2017**

**Date of report (Date of earliest event reported)**

**SPS COMMERCE, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State of Incorporation)**

**001-34702**  
**(Commission File Number)**

**41-2015127**  
**(I.R.S. Employer Identification**  
**No.)**

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**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year**

On October 12, 2017, the Board of Directors (the Board) of SPS Commerce, Inc. (the Company) amended and restated the Company's bylaws (as so amended and restated, the Bylaws). The amended or additional provisions, contained in Section 2.3(b), provide for the majority voting for directors in uncontested director elections, whereby a nominee for director will be elected to the Board if the stockholder votes cast for such nominee's election exceed the votes cast against such nominee's election. The Bylaws retain plurality voting for contested director elections (previously, the Company had plurality voting in all director elections). If a nominee for director is not elected and the nominee is an incumbent director, the director shall promptly tender his or her resignation to the Board, which the Board can decide to accept or reject, or decide whether other action should be taken.

The foregoing description of the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

3.1 Amended and Restated Bylaws of SPS Commerce, Inc.

**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: October 17, 2017

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