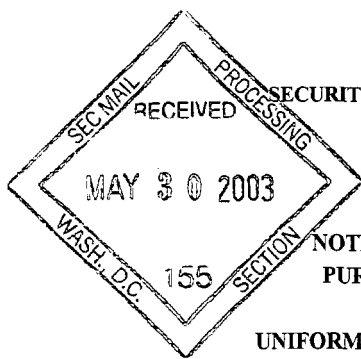


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FORM D



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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response 16.00

Table with columns for SEC USE ONLY (Prefix, Serial) and DATE RECEIVED.

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Exchange of Series A-1 Convertible Preferred Stock and Series A-2 Convertible Preferred Stock for Series A Convertible Preferred Stock Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) SPS Commerce, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 1450 Energy Park Drive, Suite 127, St. Paul, Minnesota 55108 Telephone Number (Including Area Code) 651-603-4400

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business: Provider of E-Commerce bureau services

PROCESSED JUN 02 2003 THOMSON FINANCIAL

Type of Business Organization [X] corporation [] limited partnership, already formed [] other (please specify) [] business trust [] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month [0]4 Year [0]1 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D/E]

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
ABN AMRO Capital (USA), Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
208 South LaSalle Street, Suite 1000, Chicago, IL 60604

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Anderson, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)
421 N. Wabasha Street, St. Paul, MN 55102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Black, Archie C.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Bookshester, Dennis S.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Brons, Raymond H.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
BVCF IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o George Spencer, Adams Street Partners, One North Wacker Drive, Suite 2200, Chicago, IL 60606-2807

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
CID Equity Capital V, L.P./CID Mezzanine Capital, LP

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Kevin Sheehan, One American Square, Suite 28050, Box 82074, Indianapolis, IN 45282

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Damac Technology Partners, L.P./Damac Investors, Inc./GTG Damac partners, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Ajay Sikri, Al Moosa Towers 2, Sheik Zayed Road, P.O. Box 2195, Dubai, United Arab Emirates

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Frome, James J.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Gorman, Michael B.

Business or Residence Address (Number and Street, City, State, Zip Code)
10400 Viking Drive, Suite 550, Eden Prairie, MN 55344

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Granite Private Equity II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Daren Wells, One Cablevision Center, P.O. Box 311, Liberty, NY 12754

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Humphrey, Andrew G.

Business or Residence Address (Number and Street, City, State, Zip Code)
2200 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Knapp, Anne

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Lawson, Sr., William B.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Norris, Ann M.

Business or Residence Address (Number and Street, City, State, Zip Code)
1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
River Cities Capital Fund II Limited Partnership/River Cities SBIC III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
221 East Fourth Street, Suite 1900, Cincinnati, OH 45202-4147

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Spencer, III, George H.

Business or Residence Address (Number and Street, City, State, Zip Code)
One North Wacker Drive, Suite 2200, Chicago, IL 60606-2807

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
St. Paul Venture Capital IV, LLC, St. Paul Venture Capital V, LLC, St. Paul Venture Capital VI, LLC, St. Paul Venture Capital Affiliates Fund I

Business or Residence Address (Number and Street, City, State, Zip Code)
10400 Viking Drive, Suite 550, Eden Prairie, MN 55344

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Toatley, Robert G.

Business or Residence Address (Number and Street, City, State, Zip Code)

1450 Energy Park Drive, Suite 127, St. Paul, MN 55108

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$*[0]

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ *[**]	\$ *[**]
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ *[**]	\$ *[**]

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	30	\$ *[**]
Non-accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 40,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 40,000

**The issuer issued an aggregate of 86,454,162 shares of its Series A Convertible Preferred Stock in exchange for 72,198,286 issued and outstanding shares of its Series A-1 Convertible Preferred Stock and 13,255,876 issued and outstanding shares of its Series A-2 Convertible Preferred Stock.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

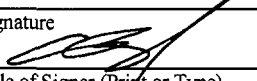
b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer". \$ **

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others	
Salaries and fees	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Purchase of real estate	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Repayment of indebtedness	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Working capital	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Other (specify): _____						
_____	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Column Totals	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Total Payments Listed (column totals added).....	<input type="checkbox"/>	\$	<u> * [**]</u>			

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) SPS Commerce, Inc.	Signature 	Date May 29, 2003
Name of Signer (Print or Type) Archie C. Black	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**The issuer issued an aggregate of 86,454,162 shares of its Series A Convertible Preferred Stock in exchange for 72,198,286 issued and outstanding shares of its Series A-1 Convertible Preferred Stock and 13,255,876 issued and outstanding shares of its Series A-2 Convertible Preferred Stock.