

SPS COMMERCE INC
Form 8-K
May 31, 2018

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 31, 2018

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.)

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).

Emerging growth company

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 Submission of Matters to a Vote of Security Holders

On May 31, 2018, SPS Commerce, Inc. (the Company) held its 2018 Annual Meeting of Stockholders and the Company's stockholders voted on the following matters:

Election of Directors

The following nominees were elected to serve as directors for a term that will last until the Company's 2019 Annual Meeting of Stockholders or until his or her 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:

| Nominee | Votes For | Votes Against | Abstain | Broker Non-Votes |
|----------------------|------------|---------------|---------|------------------|
| Archie C. Black | 14,832,735 | 24,301 | 19,556 | 1,001,104 |
| Melvin L. Keating | 14,178,507 | 681,747 | 16,338 | 1,001,104 |
| Martin J. Leestma | 14,674,655 | 182,383 | 19,554 | 1,001,104 |
| Michael J. McConnell | 14,809,484 | 50,770 | 16,338 | 1,001,104 |
| James B. Ramsey | 14,469,697 | 390,471 | 16,424 | 1,001,104 |
| Marty M. Reaume | 14,843,064 | 17,204 | 16,324 | 1,001,104 |
| Tami L. Reller | 14,832,056 | 28,217 | 16,319 | 1,001,104 |
| Philip E. Soran | 14,476,886 | 380,152 | 19,554 | 1,001,104 |
| Sven A. Wehrwein | 14,504,081 | 352,962 | 19,549 | 1,001,104 |

Ratification of the Selection of KPMG LLP as the Company's Independent Auditor for 2018

The Company's stockholders ratified the appointment by the Audit Committee of the Company's Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 by voting as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 15,852,574 | 9,140 | 15,982 | 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 |
|------------|---------|---------|------------------|
| 14,310,321 | 505,627 | 60,644 | 1,001,104 |

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 31, 2018

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