

SHOTSPOTTER, INC
Form 4
June 09, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Motorola Solutions, Inc.

2. Issuer Name and Ticker or Trading Symbol
SHOTSPOTTER, INC [SSTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

500 WEST MONROE STREET

3. Date of Earliest Transaction
(Month/Day/Year)

06/07/2017

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60661

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
Warrant (Right to Buy)	\$ 5.8667 <u>(1)</u>	06/07/2017	X			<u>(1)</u>	08/31/2019	Series B-1 Preferred Stock	85,226
Series B-1 Preferred Stock	<u>(2)</u>	06/07/2017	A			<u>(2)</u>	<u>(2)</u>	Common Stock	39,771

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Motorola Solutions, Inc. 500 WEST MONROE STREET CHICAGO, IL 60661			X	

Signatures

Kristin L. Kruska, Corporate Vice President for Motorola Solutions, Inc. 06/09/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Warrants were exercised prior to the closing of the Issuer's initial public offering for such number of shares of Series B-1 Preferred Stock issuable pursuant to a cashless net exercise provision, resulting in the Issuer withholding 45,454 of the warrant shares to pay the
- (1) aggregate exercise price, using the offering price in the Issuer's initial public offering of \$11, issuing to the Reporting Person the remaining 39,771 shares of Series B-1 Preferred Stock. The Reporting Person waived payment of \$9.63 for a fractional share of Series B-1 Preferred Stock.
 - (2) The Series B-1 Preferred Stock will convert automatically into common stock of the Issuer without additional consideration upon the closing of the initial public offering on a one-for-one basis and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 number.