

SHOTSPOTTER, INC

Form 4

June 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2017

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			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 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) (D)				
Warrant (Right to Buy)	\$ 5.8667 ⁽¹⁾	06/07/2017	X	85,226	⁽¹⁾	08/31/2019	Series B-1 Preferred Stock	85,226
Series B-1 Preferred Stock	⁽²⁾	06/07/2017	A	39,771	⁽²⁾	⁽²⁾	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.

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