

FORM 4

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

| OMB APPROVAL | |
|------------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|-------------------------------------------------------------------|---------|----------|-----------------------------------------------------------------------------------------|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person * LAUDER GARY M | | | 2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2018 | | | | | |
| 40TH FLOOR, 767 FIFTH AVENUE | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| NEW YORK, NY 10153 | | | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 08/09/2018 | | S | | 5,357 | D | \$ 46.6499 <u>(1)</u> | 1,277,036 | I | By Trust <u>(5)</u> |
| Common Stock | 08/09/2018 | | S | | 1,600 | D | \$ 48.1388 <u>(2)</u> | 1,275,436 | I | By Trust <u>(5)</u> |
| Common Stock | 08/10/2018 | | S | | 14,789 | D | \$ 45.4336 <u>(3)</u> | 1,260,647 | I | By Trust <u>(5)</u> |
| Common Stock | 08/10/2018 | | S | | 10,200 | D | \$ 46.5404 <u>(4)</u> | 1,250,447 | I | By Trust <u>(5)</u> |
| Common Stock | | | | | | | | 1,179,725 | I | By Limited Liability Company <u>(6)</u> |
| Common Stock | | | | | | | | 91,000 | I | By Trust <u>(7)</u> |
| Common Stock | | | | | | | | 8,152 | D | |

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

Persons who 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. 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 Derivative Security | 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 (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAUDER GARY M | | | | |

| | | | | |
|-------------------------------------------------------------------------------------------------|--|---|--|--|
| 40TH FLOOR, 767 FIFTH AVENUE NEW YORK, NY 10153 | | X | | |
| LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY 10153 | | X | | |
| Lauder Partners LLC 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY | | X | | |
| GARY M LAUDER 2015 TRUST 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY | | X | | |

Signatures

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------|
| THE GARY M. LAUDER REVOCABLE TRUST, By, /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Trustee Signature of Reporting Person | | 08/13/2018 Date |
| LAUDER PARTNERS LLC, By, /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Managing Member Signature of Reporting Person | | 08/13/2018 Date |
| GARY M. LAUDER 2015 TRUST, By, /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Trustee Signature of Reporting Person | | 08/13/2018 Date |
| By, /s/ Gary M. Lauder, GARY M. LAUDER Signature of Reporting Person | | 08/13/2018 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.50 to \$47.03, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.10 to \$48.25, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.88, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(5) Shares held indirectly by The Gary M. Lauder Revocable Trust, of which Gary M. Lauder is a Trustee.

(6) Shares held indirectly by Lauder Partners LLC, of which Gary M. Lauder is the Managing Member.

(7) Shares held indirectly by the Gary M. Lauder 2015 Trust (formerly named "1992 GRAT Remainder Trust FBO Gary Lauder"), of which Gary M. Lauder is a Trustee.

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.