

**SHOTSPOTTER, INC.**  
**7979 Gateway Blvd., Suite 210**  
**Newark, CA 94560**

June 2, 2017

VIA EDGAR

U.S. Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, N.E.  
Washington D.C. 20549

Attn: Jan Woo, Legal Branch Chief  
Matthew Derby, Staff Attorney  
Christine Dietz, Assistant Chief Accountant  
Frank Knapp, Staff Accountant

**Re: ShotSpotter, Inc.**  
**Registration Statement on Form S-1**  
**File No. 333-217603**  
**Request for Acceleration of Effective Date**

Ladies and Gentlemen:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended, ShotSpotter, Inc. (the “**Registrant**”) hereby requests that the Securities and Exchange Commission (the “**Commission**”) accelerate the effective date of the above-referenced Registration Statement on Form S-1 (as amended to date, the “**Registration Statement**”) and declare the Registration Statement effective as of 5:00 p.m. Eastern time, on June 6, 2017, or as soon thereafter as possible. This request for acceleration is subject, however, to your receiving a telephone call prior to such time from our legal counsel, Cooley LLP, confirming this request. The Registrant hereby authorizes each of Jodie Bourdet, Robert Phillips, and Amanda Busch of Cooley LLP to make such request on its behalf.

Once the Registration Statement has been declared effective, please orally confirm that event with Jodie Bourdet of Cooley LLP, counsel to the Registrant, at (415) 693-2054, or in her absence, Robert Phillips at (415) 693-2020.

Under separate cover, you will receive today a letter from the managing underwriters of the proposed offering joining in the Company’s request for acceleration of the effectiveness of the Registration Statement.

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Sincerely,

ShotSpotter, Inc.

By: /s/ Alan Stewart  
Alan Stewart  
Chief Financial Officer

cc: Sonya Strickler, ShotSpotter, Inc.  
Jodie Bourdet, Cooley LLP  
Robert Phillips, Cooley LLP  
Amanda Busch, Cooley LLP

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