

June 2, 2017

VIA EDGAR

U.S. Securities and Exchange Commission  
Division of Corporation 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 (the “**Securities Act**”), Roth Capital Partners, LLC, as the representative of the several underwriters, hereby joins in the request of ShotSpotter, Inc. for acceleration of the effective date of the above-referenced Registration Statement on Form S-1, as amended, so that it becomes effective as of 5:00 p.m. Eastern Time on Tuesday, June 6, 2017, or as soon thereafter as possible.

Pursuant to Rule 460 of the General Rules and Regulations of the Securities Act, we, acting on behalf of the several underwriters, wish to advise you that, through June 2, 2017, we distributed an aggregate of approximately 725 copies of the Preliminary Prospectus, dated May 19, 2017, and approximately 265 copies of the Preliminary Prospectus, dated June 1, 2017, to potential investors.

The undersigned has and will comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

*[Signature Page to Follow]*

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Very truly yours,

**ROTH CAPITAL PARTNERS, LLC**

*As Representative of the Several Underwriters  
Named in Schedule I of the Underwriting Agreement*

By: /s/ Aaron M. Gurewitz  
Name: Aaron M. Gurewitz  
Title: Head of Equity Capital Markets

*[Signature Page to Underwriters' Acceleration Request]*

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