

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ShotSpotter, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation or organization)

26-2017431
(I.R.S. Employer Identification No.)

**7979 Gateway Blvd., Ste. 210
Newark, CA 94560**
(Address of principal executive offices) (Zip code)

**ShotSpotter, Inc. Amended and Restated 2005 Stock Plan
ShotSpotter, Inc. 2017 Equity Incentive Plan
ShotSpotter, Inc. 2017 Employee Stock Purchase Plan**
(Full titles of the plans)

**Ralph A. Clark
Chief Executive Officer
ShotSpotter, Inc.
7979 Gateway Blvd., Ste. 210
Newark, California 94560
(510) 794-3100**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Jodie M. Bourdet
Robert W. Phillips**
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000

Ralph A. Clark
Chief Executive Officer
ShotSpotter, Inc.
7979 Gateway Blvd., Ste. 210
Newark, California 94560
(510) 794-3100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)
Emerging growth company

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Amended and Restated 2005 Stock Plan				
Common Stock, par value \$0.005 per share, reserved for issuance pursuant to stock option awards outstanding	1,310,124 shares(2) \$	1.20(3) \$	1,572,148.80(3) \$	182.21
2017 Equity Incentive Plan				
Common Stock, par value \$0.005 per share	1,103,535 shares(4) \$	12.28(5) \$	13,551,409.80(5) \$	1,570.61
2017 Employee Stock Purchase Plan				
Common Stock, par value \$0.005 per share	200,000 shares(6) \$	12.28(5) \$	2,456,000(5) \$	284.65
Total	2,613,659 shares	N/A	17,579,558.60	\$ 2,037.47

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock that become issuable under the above-named plans by reason of any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of ShotSpotter, Inc.'s (the "Registrant") outstanding shares of common stock, par value \$0.005 per share (the "Common Stock").
- (2) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the Amended and Restated 2005 Stock Plan (the "2005 Plan"). The 2005 Plan has been terminated and no further stock or option grants will be made pursuant to the 2005 Plan. Any shares subject to outstanding stock options or other stock awards under the 2005 Plan that (i) expire or terminate for any reason prior to exercise or settlement, (ii) are forfeited because of the failure to meet a contingency or condition required to vest such shares or otherwise return to the Registrant or (iii) are reacquired, withheld (or not issued) to satisfy a tax withholding obligation in connection with an award or to satisfy the purchase price or exercise price of a stock award) will become available for issuance pursuant to awards granted under the 2017 Equity Incentive Plan (the "2017 Plan"). See footnote 4 below.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the weighted average exercise price of the outstanding stock options granted under the 2005 Plan.
- (4) Represents shares of Common Stock reserved for future issuance under the 2017 Plan. Pursuant to the terms of the 2017 Plan, any shares subject to outstanding stock options or other stock awards under the 2005 Plan that (i) expire or terminate for any reason prior to exercise or settlement, (ii) are

forfeited because of the failure to meet a contingency or condition required to vest such shares or otherwise return to the Registrant or (iii) are reacquired, withheld (or not issued) to satisfy a tax withholding obligation in connection with an award or to satisfy the purchase price or exercise price of a stock award) will become available for issuance pursuant to awards granted under the 2017 Plan. See footnote 2 above. The 2017 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2017 Plan on January 1st of each year, for a period of not more than 10 years, commencing on January 1, 2018 and ending on (and including) January 1, 2027, in an amount equal to the lesser of (a) 5% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year and (b) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.

- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Stock Market on June 12, 2017.
- (6) Represents shares of Common Stock reserved for future grant under the 2017 Employee Stock Purchase Plan (the "ESPP"). The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1st of each calendar year, beginning on January 1, 2018 and ending on and including January 1, 2027, by the lesser of (a) 2% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year; (b) 150,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by ShotSpotter, Inc. (the "Registrant") with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's prospectus filed on June 8, 2017 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-217603), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) The description of the Registrant's Common Stock which is contained in a registration statement on Form 8-A filed on June 2, 2017 (File No. 001-38107) under the Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

(c) The Company's Current Report on Form 8-K filed with the Commission on June 13, 2017.

(d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

The Registrant's amended and restated certificate of incorporation contains provisions that limit the liability of the Registrant's directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, the Registrant's directors will not be

personally liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to the Registrant or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the Registrant's directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, the Registrant's amended and restated bylaws provide that the Registrant will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of the Registrant's directors or officers or is or was serving at the Registrant's request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. The Registrant's amended and restated bylaws provide that the Registrant may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was one of the Registrant's employees or agents or is or was serving at the Registrant's request as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The Registrant's amended and restated bylaws also provide that it must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, the Registrant has entered into or expects to enter into indemnification agreements with each of its directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require the Registrant, among other things, to indemnify its directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require the Registrant to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding.

The limitation of liability and indemnification provisions that are included in the Registrant's amended and restated certificate of incorporation, amended and restated bylaws and in the Registrant's indemnification agreements with its directors and executive officers may discourage stockholders from bringing a lawsuit against the Registrant's directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against the Registrant's directors and executive officers, even though an action, if successful, might benefit the Registrant and other stockholders. Further, a stockholder's investment in the Registrant may be harmed to the extent that the Registrant pays the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions.

The Registrant has obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to its directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to the Registrant with respect to payments that may be made by it to these directors and executive officers pursuant to the Registrant's indemnification obligations or otherwise as a matter of law.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

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ITEM 8. EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38107) and incorporated herein by reference).
4.2	Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38107) and incorporated herein by reference).
4.3	Form of Common Stock Certificate (filed with the Commission on May 19, 2017 as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference).
5.1	Opinion of Cooley LLP.

- 10.1 ShotSpotter, Inc. Amended and Restated 2005 Stock Plan (filed with the Commission on May 2, 2017 as Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference.
- 10.2 Forms of Option Agreement and Option Grant Notice under the Amended and Restated 2005 Stock Plan (filed with the Commission on May 2, 2017 as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference.
- 10.3 ShotSpotter, Inc. 2017 Equity Incentive Plan (filed with the Commission on May 19, 2017 as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference.
- 10.4 Forms of Option Agreement and Option Grant Notice under the 2017 Equity Incentive Plan (filed with the Commission on May 19, 2017 as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference.
- 10.5 Forms of Restricted Stock Unit and Restricted Stock Unit Restricted Terms and Conditions under the 2017 Equity Incentive Plan (filed with the Commission on May 19, 2017 as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference.
- 10.6 ShotSpotter, Inc. 2017 Employee Stock Purchase Plan (filed with the Commission on May 19, 2017 as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-217603) and incorporated herein by reference).
- 23.1 Consent of Baker Tilly Virchow Krause, LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Cooley LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page).

ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

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- (i) To include any prospectus required by section 10(a)(3) of the Securities Act;

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (4) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of California, on June 13, 2017.

SHOTSPOTTER, INC.

By: /s/ Ralph A. Clark

Ralph A. Clark
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ralph A. Clark and Alan R. Stewart, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ralph A. Clark</u> Ralph A. Clark	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 13, 2017
<u>/s/ Alan R. Stewart</u> Alan R. Stewart	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 13, 2017
<u>/s/ Pascal Levensohn</u> Pascal Levensohn	Director	June 13, 2017
<u>/s/ Thomas T. Groos</u> Thomas T. Groos	Director	June 13, 2017
<u>/s/ Randall Hawks, Jr.</u>	Director	June 13, 2017

Randall Hawks, Jr.

/s/ Gary M. Lauder

Gary M. Lauder

Director

June 13, 2017

/s/ Marc Morial

Marc Morial

Director

June 13, 2017

EXHIBIT INDEX

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24.1	Power of Attorney (included on the signature page).



Jodie M. Bourdet
 +1 415 693 2054
 jbourdet@cooley.com

June 13, 2017

ShotSpotter, Inc.
 7979 Gateway Blvd., Ste. 210
 Newark, CA 94560

Ladies and Gentlemen:

We have acted as counsel to ShotSpotter, Inc., a Delaware corporation (the “*Company*”), in connection with the filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to an aggregate of 2,613,659 shares of the Company’s Common Stock, par value \$0.005 per share, including (a) 1,310,124 shares of Common Stock (the “*2005 Plan Shares*”) pursuant to the Company’s Amended and Restated 2005 Stock Plan (the “*2005 Plan*”), (b) 1,103,535 shares of Common Stock (the “*2017 EIP Shares*”) pursuant to the Company’s 2017 Equity Incentive Plan (the “*2017 EIP*”) and (c) 200,000 shares of Common Stock (the “*2017 ESPP Shares*”) pursuant to the Company’s 2017 Employee Stock Purchase Plan (the “*2017 ESPP*”, and together with the 2005 Plan and 2017 EIP, the “*Plans*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company’s Certificates of Incorporation and Bylaws, as in effect as of the date the Plans, (d) the Company’s Amended and Restated Certificate of Incorporation, and Amended and Restated Bylaws, each as currently in effect and (e) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2005 Plan Shares, the 2017 EIP Shares and the 2017 ESPP Shares, when sold and issued in accordance with the 2005 Plan, the 2017 EIP and the 2017 ESPP, respectively, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie M. Bourdet
 Jodie M. Bourdet

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of ShotSpotter, Inc. of our report dated March 29, 2017, relating to the consolidated financial statements as of December 31, 2016 and 2015 and for the years then ended.

/s/ Baker Tilly Virchow Krause, LLP
Minneapolis, Minnesota
June 12, 2017
