

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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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 * Groos Thomas T. | | | 2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) IONIA ST. SW, STE. 505 | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/12/2017 | | | | | |
| (Street) GRAND RAPIDS, MI 49503 | (State) | (Zip) | 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 | | |

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 | 06/12/2017 | | C | | 855 | A | \$ 0 | 1,984 | D | |
| Common Stock | 06/12/2017 | | C | | 845 | A | \$ 0 | 845 | I | By Trust (1) |
| Common Stock | 06/12/2017 | | C | | 61,670 | A | \$ 0 | 62,515 | I | By Trust (1) |
| Common Stock | 06/12/2017 | | C | | 62,857 | A | \$ 0 | 190,648 | I | By Limited Liability Company (2) |
| Common Stock | 06/12/2017 | | C | | 327,728 | A | \$ 0 | 518,376 | I | By Limited Liability Company (2) |

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series A-2 Preferred Stock | (3) | 06/12/2017 | | C | | 1,129 | | (3) | (3) | Common Stock | 855 | (4) | 0 | D | |
| Series A-2 Preferred Stock | (3) | 06/12/2017 | | C | | 1,182 | | (3) | (3) | Common Stock | 845 | (4) | 0 | I | By Trust (1) |
| Series B-1 Preferred Stock | (5) | 06/12/2017 | | C | | 61,670 | | (5) | (5) | Common Stock | 61,670 | (4) | 0 | I | By Trust (1) |
| Series A-2 Preferred Stock | (3) | 06/12/2017 | | C | | 87,845 | | (3) | (3) | Common Stock | 62,857 | (4) | 0 | I | By Limited Liability Company (2) |
| Series B-1 Preferred Stock | (5) | 06/12/2017 | | C | | 327,728 | | (5) | (5) | Common Stock | 327,728 | (4) | 0 | I | By Limited Liability Company (2) |
| Warrant (Right to) | (6) | 06/12/2017 | | C | | 11,703 | | (7) | 02/13/2021 | Common | 11,703 | (4) | 11,703 | I | By Trust |

| | | | | | | | | | | | | | | | |
|------------------------|-----|------------|--|---|--------|--|-----|------------|--------------|--------|-----|--------|---|----------------------------------|-----|
| Buy) | | | | | | | | | | Stock | | | | | (2) |
| Warrant (Right to Buy) | (6) | 06/12/2017 | | C | 39,012 | | (7) | 02/13/2021 | Common Stock | 39,012 | (4) | 39,012 | I | By Limited Liability Company (2) | |
| Warrant (Right to Buy) | (6) | 06/12/2017 | | C | 2,270 | | (7) | 07/12/2019 | Common Stock | 2,270 | (4) | 2,270 | I | By Trust (1) | |
| Warrant (Right to Buy) | (6) | 06/12/2017 | | C | 869 | | (7) | 07/12/2019 | Common Stock | 869 | (4) | 869 | I | By Limited Liability Company (2) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Groos Thomas T. IONIA ST. SW, STE. 505 GRAND RAPIDS, MI 49503 | X | X | | |
| RT Groos, LLC IONIA ST. SW, STE. 505 GRAND RAPIDS, MI 49503 | | X | | |
| Thomas T. Groos Revocable Trust IONIA ST. SW, STE. 505 GRAND RAPIDS, MI 49503 | | X | | |

Signatures

| | | |
|-------------------------------|--|------------|
| /s/ Thomas T. Groos | | 06/12/2017 |
| Signature of Reporting Person | | Date |
| /s/ Thomas T. Groos, Member | | 06/12/2017 |
| Signature of Reporting Person | | Date |
| /s/ Thomas T. Groos, Trustee | | 06/12/2017 |
| 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).
- (1) Shares held directly by The Thomas T. Groos Revocable Trust, over which Thomas T. Groos holds voting and dispositive power.
- (2) Shares held directly by RT Groos, LLC, over which Thomas T. Groos holds voting and dispositive power.
- (3) Each share of Series A-2 Preferred Stock automatically converted into 0.715548 shares of Common Stock upon the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
- (4) Inapplicable.
- (5) Each share of Series B-1 Preferred Stock automatically converted into 1 share of Common Stock upon the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
- (6) Right has converted from right to buy Series B-1 Preferred Stock to right to buy Common Stock.
- (7) Immediate.

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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