

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2017						
40TH FLOOR, 767 FIFTH AVE.			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			
(Street)	(City)	(State)	(Zip)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
NEW YORK, NY 10153									

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		140,723	A	\$ 0	311,535	I	By Trust (1)
Common Stock	06/12/2017		C		808,700	A	\$ 0	1,120,235	I	By Trust (1)
Common Stock	06/12/2017		C		72,068	A	\$ 0	202,173	I	By Limited Liability Company (2)
Common Stock	06/12/2017		C		871,416	A	\$ 0	1,073,589	I	By Limited Liability Company (2)
Common Stock	06/12/2017		P		91,000	A	\$ 11	91,000	I	By Trust (3)

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	(4)	06/12/2017		C		196,666		(4)	(4)	Common Stock	140,723	(5)	0	I	By Trust (1)
Series B-1 Preferred Stock	(6)	06/12/2017		C		808,700		(6)	(6)	Common Stock	808,700	(5)	0	I	By Trust (1)
Series A-2 Preferred Stock	(4)	06/12/2017		C		100,718		(4)	(4)	Common Stock	72,068	(5)	0	I	By Limited Liability Company (2)
Series B-1 Preferred Stock	(6)	06/12/2017		C		871,416		(6)	(6)	Common Stock	871,416	(5)	0	I	By Limited Liability Company (2)
Warrant (Right to Buy)	(7)	06/12/2017		C		162,158		(8)	07/12/2019	Common Stock	162,158	\$ 5.8667	162,158	I	By Trust (1)
Warrant	(7)									Common					By Limited

(Right to Buy)		06/12/2017		C	106,136		(8)	02/13/2021	Stock	106,136	\$ 0.17	106,136	I	Liability Company
----------------	--	------------	--	---	---------	--	-----	------------	-------	---------	---------	---------	---	-------------------

[\(2\)](#)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER GARY M 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY 10153	X	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 10153		X		
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY 10153		X		

Signatures

/s/ Gary M. Lauder		06/12/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Gary M. Lauder, Trustee		06/12/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Gary M. Lauder, Managing Member		06/12/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Gary Lauder, Trustee		06/12/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 Gary M. Lauder Revocable Trust, of which Gary M. Lauder is a Trustee.
- (2) Shares held directly by Lauder Partners LLC, of which Gary M. Lauder is the Managing Member.
- (3) Shares held directly by the 1992 GRAT Remainder Trust FBO Gary Lauder, of which Gary M. Lauder is a Trustee.
- (4) 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.
- (5) Inapplicable.
- (6) 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.
- (7) Right has converted from right to buy Series B-1 Preferred Stock to a right to buy Common Stock.
- (8) Immediate.

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.