

FORM 4

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

OMB APPROVAL	
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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 * 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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2018					
40TH FLOOR, 767 FIFTH AVE.								
(Street)			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		
NEW YORK, NY 10153								
(City) (State) (Zip)			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	04/25/2018		X		162,158	A	\$ 5.8667	1,282,393	I	By Trust (1)
Common Stock	04/25/2018		X		106,136	A	\$ 0.17	1,179,725	I	By Limited Liability Company (2)
Common Stock								91,000	I	By Trust (3)
Common Stock								8,152 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$ 5.8667	04/25/2018		X		162,158	(5)	07/12/2019	Common Stock	162,158	\$ 0	0	I	By Trust (1)
Warrant (Right to Buy)	\$ 0.17	04/25/2018		X		106,136	(5)	02/13/2021	Common Stock	106,136	\$ 0	0	I	By Limited 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		
GARY M LAUDER 2015 TRUST 40TH FLOOR, 767 FIFTH AVE.		X		

Signatures

/s/ Gary M. Lauder <small>Signature of Reporting Person</small>		04/27/2018 <small>Date</small>
/s/ Gary M. Lauder, Trustee <small>Signature of Reporting Person</small>		04/27/2018 <small>Date</small>
/s/ Gary M. Lauder, Managing Member <small>Signature of Reporting Person</small>		04/27/2018 <small>Date</small>
/s/ Gary M. Lauder, Trustee <small>Signature of Reporting Person</small>		04/27/2018 <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 Gary M. Lauder 2015 Trust (formerly named "1992 GRAT Remainder Trust FBO Gary Lauder"), of which Gary M. Lauder is a Trustee.

Represents Restricted Stock Units ("RSUs"). All of the RSUs subject to this Award will vest upon the earlier of June 6, 2018 and the Company's next annual meeting of stockholders.

In addition, all such RSUs will vest upon a Change in Control (as defined in the Plan) or immediately prior to the effectiveness of the Participant's resignation or removal (and (4) contingent upon the effectiveness of a Change in Control) in the event that the Participant is required to resign his position as a member of the Board of Directors as a condition of the Change in Control or is removed from his position as a member of the Board of Directors in connection with the Change in Control. Notwithstanding the foregoing, vesting shall terminate upon the Participant's termination of Continuous Service.

(5) 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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