

<b>FORM D</b>
Notice of Exempt Offering of Securities

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

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

**1. Issuer's Identity**

CIK (Filer ID Number) <b>0001351636</b>	Previous Name(s) <input type="checkbox"/> None <b>Shotspotter Inc</b>	Entity Type <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other
Name of Issuer <b>SHOTSPOTTER INC</b>		
Jurisdiction of Incorporation/Organization <b>DELAWARE</b>		
Year of Incorporation/Organization <input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (Specify Year) <input type="text"/> <input type="radio"/> Yet to Be Formed		

**2. Principal Place of Business and Contact Information**

Name of Issuer <b>SHOTSPOTTER INC</b>			
Street Address 1 <b>7979 GATEWAY BLVD., STE. 210</b>		Street Address 2	
City <b>NEWARK</b>	State/Province/Country <b>CALIFORNIA</b>	ZIP/Postal Code <b>94560</b>	Phone No. of Issuer <b>(510) 794-3100</b>

**3. Related Persons**

Last Name <b>CLARK</b>	First Name <b>RALPH</b>	Middle Name <b>A.</b>	
Street Address 1 <b>C/O SHOTSPOTTER, INC.</b>		Street Address 2 <b>7979 Gateway Blvd., Ste. 210</b>	
City <b>NEWARK</b>	State/Province/Country <b>CALIFORNIA</b>	ZIP/Postal Code <b>94560</b>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text"/>			

Last Name <b>STRICKLER</b>	First Name <b>SONYA</b>	Middle Name
Street Address 1 <b>C/O SHOTSPOTTER, INC.</b>		Street Address 2 <b>7979 Gateway Blvd., Ste. 210</b>
City	State/Province/Country	ZIP/Postal Code

NEWARK CALIFORNIA 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
CHANDLER MICHAEL E.

Street Address 1 Street Address 2  
C/O SHOTSPOTTER, INC. 1060 TERRA BELLA AVENUE

City State/Province/Country ZIP/Postal Code  
NEWARK CALIFORNIA 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
HAWKS RANDY

Street Address 1 Street Address 2  
C/O SHOTSPOTTER, INC. 7979 Gateway Blvd., Ste. 210

City State/Province/Country ZIP/Postal Code  
NEWARK CALIFORNIA 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
LAUDER GARY

Street Address 1 Street Address 2  
C/O SHOTSPOTTER, INC. 7979 Gateway Blvd., Ste. 210

City State/Province/Country ZIP/Postal Code  
NEWARK CALIFORNIA 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name  
LEVENSOHN PASCAL

Street Address 1 Street Address 2  
C/O SHOTSPOTTER, INC. 7979 Gateway Blvd., Ste. 210

City State/Province/Country ZIP/Postal Code

NEWARK CALIFORNIA 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: GROOS First Name: TOM Middle Name: Street Address 1: C/O SHOTSPOTTER, INC. Street Address 2: 7979 Gateway Blvd., Ste. 210 City: NEWARK State/Province/Country: CALIFORNIA ZIP/Postal Code: 94560

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
Banking & Financial Services
Business Services
Energy
Health Care
Manufacturing
Real Estate
Retailing
Restaurants
Technology
Travel
Other

5. Issuer Size

- Revenue Range: Decline to Disclose
Aggregate Net Asset Value Range: Decline to Disclose

Not Applicable

Not Applicable

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input checked="" type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

### 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

### 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests       Equity
- Tenant-in-Common Securities       Debt
- Mineral Property Securities       Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- Exercise of Option, Warrant or Other Right to Acquire Security       Other (describe)

**SERIES B-1 PREFERRED STOCK, WARRANTS TO PURCHASE SERIES B-1 PREFERRED STOCK AND UNDERLYING COMMON STOCK.**

### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

### 11. Minimum Investment

Minimum investment accepted from any outside investor      \$  USD

### 12. Sales Compensation

Recipient      Recipient CRD Number       None

      

(Associated) Broker or Dealer       None      (Associated) Broker or Dealer CRD Number       None

Street Address 1		Street Address 2	
City		State/Province/Country	ZIP/Postal Code
State(s) of Solicitation		<input type="checkbox"/> All States	

### 13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text" value="7682006"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="7682006"/>	USD	
Total Remaining to be Sold	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate
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Clarification of Response (if Necessary)

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>SHOTSPOTTER INC</b>	<b>/s/ Sonya Strickler</b>	<b>Sonya Strickler</b>	<b>Vice President, Finance</b>	<b>2014-03-27</b>