

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 13, 2019

ShotSpotter, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38107

(Commission File Number)

47-0949915

(IRS Employer
Identification No.)

7979 Gateway Blvd., Suite 210, Newark, California

(Address of principal executive offices)

94560

(Zip Code)

Registrant's telephone number, including area code: (510) 794-3100

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.005 per share	SSTI	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 13, 2019, ShotSpotter, Inc. (the “*Company*”) held its 2019 Annual Meeting of Stockholders (the “*Annual Meeting*”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following two proposals: (i) to elect two nominees for Class II director each to hold office until the 2022 Annual Meeting of Stockholders or until a successor is duly elected and qualified or until the director’s earlier death, resignation or removal (“*Proposal 1*”) and (ii) to ratify the selection of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2019 (“*Proposal 2*”), each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 29, 2019. The following sets forth the certified voting results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Proposal 1 – Election of Class I Directors

The Company’s stockholders approved Proposal 1. The voting results were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Pascal Levensohn	5,980,045	1,356,580	3,028,213
Thomas T. Groos	6,176,394	1,160,231	3,028,213

There were no abstentions with respect to Proposal 1.

Proposal 2 – Ratification of the Selection of Baker Tilly Virchow Krause, LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2019

The Company’s stockholders approved Proposal 2. The voting results were as follows:

Votes For	Votes Against	Abstentions
10,295,346	62,164	7,328

No other matters were submitted for stockholder action at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ShotSpotter, Inc.

Dated: June 17, 2019

By: /s/ Ralph A. Clark
Ralph A. Clark
President and Chief Executive Officer