

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF 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.  (Last) (First) (Middle) IONIA ST. SW, STE. 505  (Street)  GRAND RAPIDS, MI 49503  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/06/2017	3. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI]	
		4. 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)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,129	D	
Common Stock	127,791	I	By Limited Liability Company (1)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-2 Preferred Stock	(2)	(2)	Common Stock	855	\$ (2)	D	
Series A-2 Preferred Stock	(2)	(2)	Common Stock	845	\$ (2)	I	By Trust (3)
Series B-1 Preferred Stock	(4)	(4)	Common Stock	61,670	\$ (4)	I	By Trust (3)
Series A-2 Preferred Stock	(2)	(2)	Common Stock	62,857	\$ (2)	I	By Limited Liability Company (1)
Series B-1 Preferred Stock	(4)	(2)	Common Stock	327,728	\$ (4)	I	By Limited Liability Company (1)
Warrant (Right to Buy)	(5)	02/13/2021	Series B-1 Preferred Stock	39,012	\$ 0.17	I	By Limited Liability Company (1)

Warrant (Right to Buy)	(5)	07/12/2019	Series B-1 Preferred Stock	869	\$ 5.8667	I	By Limited Liability Company (1)
Warrant (Right to Buy)	(5)	02/13/2021	Series B-1 Preferred Stock	11,703	\$ 0.17	I	By Trust (3)
Warrant (Right to Buy)	(5)	07/12/2018	Series B-1 Preferred Stock	2,270	\$ 5.8667	I	By Trust (3)

## 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		06/05/2017
**Signature of Reporting Person		Date
/s/ Thomas T. Groos, Member		06/05/2017
**Signature of Reporting Person		Date
/s/ Thomas T. Groos, Trustee		06/05/2017
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 RT Groos, LLC, over which Thomas T. Groos holds voting and dispositive power.

(2) Each share of Series A-2 Preferred Stock will be 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.

(3) Shares held directly by The Thomas T. Groos Revocable Trust, over which Thomas T. Groos holds voting and dispositive power.

(4) Each share of Series B-1 Preferred Stock will be 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.

(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.

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.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Ralph Clark, Alan Stewart, Sonya Strickler of ShotSpotter, Inc., a Delaware corporation (the "Company") and Jodie Bourdet, Rob Phillips, Amanda Busch and Ron Metzger of Cooley LLP as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of the Company, with the SEC, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Exchange Act and the rules and regulations promulgated thereunder, as amended from time to time;
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of June, 2017.

/s/ Thomas T. Groos