

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 *<br>Levensohn Pascal |         | 2. Issuer Name and Ticker or Trading Symbol<br>SHOTSPOTTER, INC [SSTI] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last)  | (First) | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/28/2018 |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| 1971 VALLEJO STREET   |         |  |  |   |  |
| (Street)  |         |  | 4. If Amendment, Date Original Filed (Month/Day/Year)          |   |  |
| SAINT HELENA, CA 94574  |         |  |  |   |  |
| (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                    | 02/28/2018                           |  | S                              |   | 6,700   | D          | \$ 18.5245<br><a href="#">(1)</a> | 30,514  | I  | By Trust<br><a href="#">(2)</a>                       |
| Common Stock                    | 03/01/2018                           |  | S                              |   | 3,300   | D          | \$ 18.6349<br><a href="#">(3)</a> | 27,214  | I  | By Trust<br><a href="#">(2)</a>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                                   | 9,087   | I  | By Trust<br><a href="#">(4)</a>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                                   | 12,761  | D  |   |

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 |   | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Levensohn Pascal<br>1971 VALLEJO STREET<br>SAINT HELENA, CA 94574 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| Pascal Levensohn, by /s/ Ron A. Metzger, Attorney-in-Fact | 03/02/2018 |
| **Signature of Reporting Person                           | Date       |

## 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) The shares were sold at prices ranging from \$18.50 to \$18.66. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Shares are held directly by Pascal Levensohn Revocable Trust, over which Reporting Person holds voting and dispositive power.
- (3) The shares were sold at prices ranging from \$18.50 to \$18.98. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Shares are held directly by Levensohn 2000 Children's Trust, over which Reporting Person holds voting and dispositive power.

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.