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

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2. Transaction Date (Month/Day/Yea) 03/06/2020 ne for each class of securities Table II ction 3A. Deemed	2A. Dec Executi any (Month	eemecion Day	T d Date, if y/Year)	3. Tra Code (Instr	de v	Deriv	Amount 5,136	ecurities ties Acq sposed 4 and 5 (A) or (D) A	puired of (D)) Price \$ 0	red, Dis 5. Amou Owned Transace (Instr. 3	pposed unit of Follow tion(s) and 4	One Reporting More than One of, or Bend Securities B ving Reporte)) of informato responde	Person Reporting Person Reficially Own Reneficially ed	ned 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Ames Paul S. C/O SHOTSPOTTER INC. 7979 GATEWAY BLVD, STE. 210 NEWARK, CA 94560			SVP Products and Technology			

Signatures

/s/ Paul S. Ames	03/10/2020
**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) Represents Restricted Stock Units (RSUs"). The RSUs shall vest as follows: 6.25% of the RSUs shall vest quarterly, starting March 6, 2020, subject to continued employment on each such vesting date.
- (2) 1/48th of the grant vests monthly for 48 months from March 6, 2020, subject to continued employment on each such vesting date.

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.