## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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

(Middle) 79 GATEWAY		st Tran				2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner			
	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2020				Office	r (give title belo		Other (specify be	low)						
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person  _Form filed by More than One Reporting Person									
(Zip)	7	Γable 1	I - Non	ı-Deriv	vative S	ecurities	Acqui	ired, Dispo	osed of, or I	Beneficially (	Owned				
2. Transaction Date (Month/Day/Year)	any	if Co (In	de		(A) or E (D)	Disposed o	cquired 5. Ai Bene Repo		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price				(I)	(2.1.5.1.1.1)			
06/10/2020			A			A	\$ 0	14,399			D				
			cquire	the fo	orm dis	plays a o	curre:	ntly valid							
action 3A. Deemed Execution Date Day/Year) any	d 4. Date, if Transaction Code (//Year) (Instr. 8)		5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirects)	Beneficia Ownershi (Instr. 4)			
	Code V	(A)	(D)	Date Exerc			Title	or							
	2. Transaction Date (Month/Day/Year)  06/10/2020  ine for each class of secur  Table II - 1 (action 3A. Deemed Execution Day/Year)	2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, any (Month/Day/Year)  06/10/2020  Table II - Derivative Securities beneficially action  3A. Deemed Execution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if Code (Instr. 8)	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  06/10/2020  Table II - Derivative Securities beneficially owned (e.g., puts, calls, warran action Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Cc (In (Inst. 8) 3. Cc (In (Inst. 8) 4. Transaction Not (Instr. 8) 5. Transaction Of (Instr. 8) 5. Securities Acq (A) Disport (Instr. 8) 5. Transaction (Instr. 8) 6 (Instr	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code  06/10/2020  A  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op action Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 8)  Transaction Code of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code V  06/10/2020  Table II - Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, action Day/Year)  3. Transaction Code (Instr. 8)  Persoconta the form of Code (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  1. Transaction Date, if any (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  1. Derivative Securities Acquired, Distance (e.g., puts, calls, warrants, options, and Execution Date, if Code (Instr. 8)  Code (Instr. 8)  Date Execution Date, if any (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  3. Transaction V Amount (Persons whe contained in the form disectly or indirectly Persons whe contained in the form disectly or indirectly Persons whe contained in the form disectly Described (A) or Disposed of (D) (Instr. 8)  2. Transaction Date, if any (Month/Day/Year)  3. Transaction V Amount (A) Or Described (A) Or Disposed of (D) (Instr. 3)  4. Securities Acquired, Disposed of (D) (Instr. 3)  4. Determine Transaction (Month/Day/Year)  5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Transaction Date (Instr. 8)  5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Determine Transaction (Month/Day/Year)  5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Code V Amount (Instr. 3)  Code V Amount (A) Or Disposed of (D) (Instr. 3)  Code V Derivative Securities (Instr. 8)  Code (Instr. 8)  Code V Derivative Securities (Instr. 8)  Code (Instr. 8)	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if (Month/Day/Year)  2. Transaction Date, if (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or (D)  A 3,861 A (II)  Persons who respor contained in this form the form displays a contained in this form the form displays a contained any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Bender (e.g., puts, calls, warrants, options, convertible securation any (Month/Day/Year)  A 5. (A) or Disposed of (D) (Instr. 8)  Date Exercisable Date Expiration Date (Month/Day/Year)  Date Exercisable Exercisable Exercisable Date Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Date Exercisable Exercisable Date Exercisable Date Exercisable Date Date Exercisable Date Date Date Exercisable Date Date Date Date Date Date Date Dat	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or Disposed of (Instr. 8)  Code V Amount (D) Price  A 3,861 A \$ 0  Code V Amount (D) Price  A 3,861 A \$ 0  Code V Amount (D) Price  Persons who respond to contained in this form are the form displays a curred (e.g., puts, calls, warrants, options, convertible securities)  action 3A. Deemed Execution Date, if Transaction Date (Instr. 8)  Code Of (Instr. 3, 4 and 5)  Persons who respond to contained in this form are the form displays a curred (Month/Day/Year)  A 5. Code Of Date Execution Date (Instr. 8)  Date Execution Date (Instr. 3, 4, and 5)  Date Expiration Date Title Exercisable Expiration Date (Instr. 3, 4, and 5)	Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 8)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  3. A Deemed Execution Date, if Transaction Date (Instr. 8)  3. A Deemed Execution Date, if Date Date (Instr. 3)  4. Transaction Date (Instr. 8)  3. 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Title and Execution Date, if and Expiration Date (Month/Day/Year)   7. Title and Execution Date, if and Expiration Date (Month/Day/Year)   7. Title and Execution Date, if and Expiration Date (Month/Day/Year)   7. Title and Execution Date (Instr. 3)   7. Title and Expiration Date (Month/Day/Year)   7. T	Czip   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 8)   Date (Instr. 3)   Date (Instr. 4)   Date (Instr. 5)   Date (Instr. 6)   Date	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date Execution Date, if (Month/Day/Year)  (Month/Day/Year)  2. A. Deemed Execution Date, if (Month/Day/Year)  (Mo			

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
BRATTON WILLIAM J. C/O SHOTSPOTTER 7979 GATEWAY BLVD, # 210 NEWARK, CA 94560	X					

### **Signatures**

/s/ William J. Bratton	06/19/2020
**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).
  - Represents Restricted Stock Units ("RSUs"). All of the RSUs subject to this Award will vest upon the earlier of June 10, 2021 and the Company's next annual meeting of stockholders. In addition, all such RSUs will vest upon a Change in Control (as defined in the Plan) or immediately prior to the effectiveness of the Participants resignation or
- (1) removal (and contingent upon the effectiveness of a Change in Control) in the event that the Participant is required to resign his position as a member of the Board of Directors as a condition of the Change in Control or is removed from his position as a member of the Board of Directors in connection with the Change in Control. Notwithstanding the foregoing, vesting shall terminate upon the Participant's termination of Continuous Service.

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.