

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Stewart Alan R.</u> (Last) (First) (Middle) 39300 CIVIC CENTER DR., SUITE 300 39 (Street) FREMONT CA 94538 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SHOTSPOTTER, INC [SSTI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/27/2023		A		15,202 ⁽¹⁾	A	\$0.00	127,579	D	
Common Stock	02/27/2023		S		7,922	D	\$33.6382 ⁽²⁾	119,657	D	
Common Stock	02/27/2023		S		3,961	D	\$33.3789 ⁽³⁾	115,696	D	
Common Stock	02/27/2023		S		100	D	\$33.8546	115,596	D	
Common Stock	02/27/2023		S		3	D	\$33.6965	115,593	D	
Common Stock	02/28/2023		S		467 ⁽⁴⁾	D	\$32.8731 ⁽⁵⁾	115,126	D	
Common Stock	02/28/2023		S		2,041	D	\$34.1339 ⁽⁶⁾	113,085	D	
Common Stock								4,750	I	By 401k Plan ⁽⁷⁾
Common Stock								3,750	I	By 401k Plan ⁽⁸⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$32.89	02/27/2023		A		24,624		⁽⁹⁾	02/26/2023	Common Stock	24,624	\$0.00	24,624	D	

Explanation of Responses:

- Represents Restricted Stock Units ("RSUs"). The RSUs will vest and become exercisable in a series of 16 successive and equal quarterly installments measured from February 27, 2023, subject to Reporting Person's continued employment on each anniversary.
- The shares were sold at prices ranging from \$33.41 to \$33.74. 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.
- The shares were sold at prices ranging from \$33.02 to \$33.80. 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.
- The Reporting Person made a prior election to sell only the number of shares of common stock necessary to cover applicable tax withholding obligations realized upon the vesting of restricted stock units, as well as any related brokerage commission fees.
- The shares were sold at prices ranging from \$32.66 to \$33.05. 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.
- The shares were sold at prices ranging from \$34.10 to \$34.29. 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.
- Shares are held by Alan R. Stewart 401k Plan.
- Shares are held by Jennifer K. Stewart 401k Plan.
- The Stock Options will vest and become exercisable in a series of 48 successive equal monthly installments measured from February 27, 2023, subject to Reporting Person's continued employment on each anniversary.

Remarks:

/s/ Alan R. Stewart

03/01/2023

** Signature of Reporting Person

Date

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.