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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 3, 2018

ShotSpotter, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

7979 Gateway Blvd., Suite 210,
Newark, California
(Address of principal executive offices)

001-38107

(Commission File Number)

47-0949915
(IRS Employer
Identification No.)

94560
(Zip Code)

Registrant's telephone number, including area code: (510) 794-3100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 3, 2018, Mr. Gary Lauder, a member of the Board of Directors (the “Board”) of ShotSpotter, Inc. (the “Company”) since 2004, informed the Board of his decision not to stand for re-election at the Company’s 2018 Annual Meeting of Stockholders to be held on May 29, 2018 (the “Annual Meeting”). The Board expressed its appreciation and gratitude to Mr. Lauder for his many years of service to the Company as an investor and Board member.

Mr. Lauder’s decision not to stand for re-election was not the result of any disagreement relating to the Company’s operations, policies or practices. Mr. Lauder will continue to serve as a director and as a member of the Board’s Nominating & Governance Committee until his current term expires at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ShotSpotter, Inc.

Dated: April 9, 2018

By: /s/ Ralph A. Clark

Ralph A. Clark

President and Chief Executive Officer