
**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 12, 2019

ShotSpotter, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38107
(Commission File Number)

47-0949915
(IRS Employer
Identification No.)

7979 Gateway Blvd., Suite 210
Newark, California
(Address of Principal Executive Offices)

94560
(Zip Code)

Registrant's Telephone Number, Including Area Code: (510) 794-3100

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instructions A.2. below):

- 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

(d) Appointment of New Director

On April 12, 2019, ShotSpotter, Inc. (the “Company”) announced that Merline Saintil had been appointed to the Board of Directors of the Company as a Class I director to serve until the 2021 annual meeting of stockholders or until a successor is duly elected and qualified or until the director’s earlier death, resignation or removal. In connection with Ms. Saintil’s appointment, the Board increased by one the overall size of the Board to seven members, and increased by one the Class I directorship to three members. The Board of Directors has also appointed Ms. Saintil to serve as a member of the Audit Committee in place of Pascal Levensohn.

Ms. Saintil currently serves as Chief Operating Officer, R&D and IT at Change Healthcare, a healthcare technology company, a position she has held since April 2019. Prior to that, Ms. Saintil served from November 2014 to July 2018 as Head of Operations for the Product & Technology group at Intuit, where her core responsibilities included driving global strategic growth priorities, leading merger and acquisition integration and divestitures, and overseeing the vendor management office. Before joining Intuit, Ms. Saintil served as Yahoo’s Head of Operations for Mobile & Emerging Products from February 2014 to November 2014, where she rapidly scaled the engineering organization through acquisitions and organic growth. Prior to joining Yahoo, Ms. Saintil increased her knowledge of technology and operations in a variety of roles at Joyent (2011-2013), PayPal (2010-2011), Adobe (2006-2010) and Sun Microsystems (2000-2006). Ms. Saintil serves on the boards of directors of Banner Corporation (Nasdaq: BANR), a bank holding company, and Nav, Inc., a privately held financial technology company. Ms. Saintil received a B.S. in Computer Science (summa cum laude) from Florida A&M University, an M.S. in Software Engineering Management from Carnegie Mellon University, and has completed Stanford Directors’ College and Harvard Business School’s executive education program. She is certified in Cybersecurity Oversight by the National Association of Corporate Directors and the Carnegie Mellon Software Engineering Institute.

In addition to her business interests, Ms. Saintil is passionate about supporting women and girls in leadership and technology. She has received numerous awards for her contributions to her community and support of women in technology including being recognized as #6 on their list of the 22 Most Powerful Women Engineers in the World by Business Insider magazine, as a Women of Influence 2017 by Silicon Valley Business Journal, and earning a Lifetime Achievement Award from Girls in Tech.

Ms. Saintil will receive compensation as a non-employee director in accordance with the Company’s non-employee director compensation practices, as described in the Company’s definitive proxy statement for the 2018 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on April 20, 2018. In this regard, pursuant to the automatic grant program of the Company’s 2017 Equity Incentive Plan (the “2017 Plan”), Ms. Saintil was granted an initial restricted stock unit award (the “Initial RSU”) for 340 shares of the Company’s common stock under the 2017 Plan. The shares underlying the Initial RSU will fully vest on the date of the Company’s 2019 Annual meeting of stockholders, which is expected to occur in June 2019, subject to Ms. Saintil’s continuous service through the vesting date. Immediately following the 2019 annual meeting of stockholders, Ms. Saintil will be eligible to receive an RSU award (an “Annual RSU”) in a share amount based on the aggregate fair market value of \$93,750. The shares underlying the Annual RSU will vest on the earlier of the 2020 annual meeting of stockholders or the first anniversary of the date of grant of the Annual RSU, subject to Ms. Saintil’s continuous service through the vesting date.

In connection with her appointment to the Board, the Company has entered into its standard indemnification agreement with Ms. Saintil, which requires the Company, under the circumstances and to the extent provided for therein, to indemnify Ms. Saintil to the fullest extent permitted by applicable law against certain expenses and other amounts incurred by her as a result of either of her being made a party to certain actions, suits, investigations and other proceedings by reason of the fact that she is or was a director of the Company or a director of any other entity at the request of the Company.

Ms. Saintil was not appointed as a director pursuant to any arrangement or understanding with any person. There are no family relationships between Ms. Saintil and any director or other executive officer of the Company. Except as described above, Ms. Saintil has not engaged in any transaction with the Company that would be reportable as a related party transaction under the rules of the Securities and Exchange Commission.

On April 16, 2019, the Company issued a press release announcing the appointment of Ms. Saintil, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated April 16, 2019

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 thereunto duly authorized.

ShotSpotter, Inc.

Date: April 16, 2019

By: _____
/s/ Ralph A. Clark
Ralph A. Clark
President and Chief Executive Officer



SHOTSPOTTER APPOINTS MERLINE SAINTIL TO BOARD OF DIRECTORS

Silicon Valley Technology and Operations Expert Joins

Gunshot Detection Leader's Board

NEWARK, Calif. – April 16, 2019 [ShotSpotter](#), Inc. (Nasdaq: SSTI), the leader in gunshot detection solutions that help law enforcement officials identify, locate and deter gun violence, today announced the addition of Merline Saintil to the company's board of directors. Saintil has held technology and operations leadership positions in many prominent Silicon Valley companies such as Intuit, Yahoo and Adobe. Saintil joins the board of ShotSpotter as the company approaches its second-year anniversary as a public company.

Saintil is a widely recognized technology and industry leader and an advocate for women in technology and leadership. She holds many honors including recently being named No. 6 of the [22 Most Powerful Women Engineers in the World](#) by *Business Insider* magazine, being recognized as a [Women of Influence 2017](#) by *Silicon Valley Business Journal*, and earning a Lifetime Achievement Award from Girls in Tech.

"With ShotSpotter's rapid growth this past year, we were seeking to expand our board by adding a proven technology and operational expert," said ShotSpotter Board Chairman Pascal Levensohn. "We are fortunate to have found Merline, who not only brings relevant public board director experience, but also executive-level scaling experience from her roles at several successful technology companies during their high growth stages."

"ShotSpotter is a company with a significant business opportunity, but it is also an important contributor to society and public safety," said Merline Saintil. "I look forward to joining the board and helping the company expand into new areas based on emerging technologies."

"Merline has an impressive Silicon Valley track record helping drive growth and identifying winning strategies for emerging technologies," said Ralph A. Clark, president and CEO of ShotSpotter. "Her background and skill set will be an excellent complement to the ShotSpotter board as we continue our expansion with new technologies, expanded services and a broader global footprint."

In her new director role with ShotSpotter, Saintil will also serve as a member of the audit committee. Aside from serving on the ShotSpotter Board, Saintil currently holds the position of Chief Operating Officer, R&D and IT, for Change Healthcare and also serves on the boards of Banner Bank (NASDAQ: BANR) and Nav. Inc., a private technology company. Previously she served on the boards of two non-profits, Watermark and Iridescent. Earlier in her career she held positions with Joyent, PayPal and Sun Microsystems. Saintil earned her M.S. degree in Software Engineering Management from Carnegie Mellon University and her B. S. degree in Computer Science from Florida Agricultural and Mechanical University.

About ShotSpotter Inc.

ShotSpotter (NASDAQ: SSTI) provides precision-policing solutions for law enforcement to help deter gun violence and make cities, campuses and facilities safer. The company's flagship product, ShotSpotter® Flex™, is the leading gunshot detection, location and forensic analysis system, and is trusted by more than 90 cities. ShotSpotter® Missions™ (formerly HunchLab) uses artificial intelligence-driven analysis to help strategically plan patrol missions and tactics for maximum crime deterrence. ShotSpotter has been designated a Great Place to Work® Company.

Safe Harbor Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding the anticipated growth and development of new technologies by ShotSpotter and the expansion of its business globally. Words such as "believe," "potential," "plans," "predict," "will," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond ShotSpotter's control. ShotSpotter's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the ability of ShotSpotter to develop and deploy new technologies in a timely manner or at all, the ability of ShotSpotter to grow its business, or manage its growth, and the ability of ShotSpotter to expand its business globally, as well as other risk factors included including ShotSpotter's most recent annual report on Form 10-K and other SEC filings. These forward-looking statements are made as of the date of this press release and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Except as required by law, ShotSpotter undertakes no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events or changes in its expectations.

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