

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

(Print or Type Responses)

1. Name and Address of Reporting Person * LAUDER GARY M		2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2019		
40TH FLOOR, 767 FIFTH AVENUE					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
NEW YORK, NY 10153			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
(City)	(State)	(Zip)			

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	03/08/2019		S	(1)	43,000	D	\$ 44.99	1,136,725	I	By Limited Liability Company (2)
Common Stock								1,147,529	I	By Trust (3)
Common Stock								91,000	I	By Trust (4)
Common Stock								8,152	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER GARY M 40TH FLOOR, 767 FIFTH AVENUE NEW YORK, NY 10153		X		
LAUDER GARY M REVOCABLE TRUST UAD 8/10/2000 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY 10153		X		
Lauder Partners LLC 40TH FLOOR, 767 FIFTH AVE. NEW YORK, NY		X		
GARY M LAUDER 2015 TRUST 40TH FLOOR, 767 FIFTH AVE.		X		

Signatures

THE GARY M. LAUDER REVOCABLE TRUST, By /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Trustee		03/11/2019
		Date
LAUDER PARTNERS LLC, By /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Managing Member		03/11/2019
		Date
GARY M. LAUDER 2015 TRUST, By /s/ Gary M. Lauder, Printed Name: Gary M. Lauder, Title: Trustee		03/11/2019
		Date
/s/ Gary M. Lauder		03/11/2019
		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) These shares were sold by the reporting person as a selling stockholder pursuant to an underwritten public offering by the Issuer. The offering closed on March 8, 2019. The reported sale price reflects the price at which the reporting person sold shares to the underwriters.
- (2) Shares held indirectly by Lauder Partners LLC, of which Gary M. Lauder is the Managing Member.
- (3) Shares held indirectly by The Gary M. Lauder Revocable Trust, of which Gary M. Lauder is a Trustee.
- (4) Shares held indirectly by the Gary M. Lauder 2015 Trust (formerly named "1992 GRAT Remainder Trust FBO Gary Lauder"), of which Gary M. Lauder is a Trustee.

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

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