

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 * Levensohn Pascal			2. Issuer Name and Ticker or Trading Symbol SHOTSPOTTER, INC [SSTI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) 1971 VALLEJO STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2017			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) SAINT HELENA, CA 94574	(State)	(Zip)	4. If Amendment, Date 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	06/12/2017		C		271	A	\$ 0	673	D	
Common Stock	06/12/2017		C		458	A	\$ 0	1,131	D	
Common Stock	06/12/2017		C		11,694	A	\$ 0	28,995	I	By Trust (1)
Common Stock	06/12/2017		C		13,764	A	\$ 0	42,759	I	By Trust (1)
Common Stock	06/12/2017		C		1,123	A	\$ 0	1,977	I	By Trust (2)
Common Stock	06/12/2017		C		10,110	A	\$ 0	12,087	I	By Trust (2)
Common Stock	06/12/2017		C		1,600	A	\$ 0	3,982	I	By Limited Liability Company (3)
Common Stock	06/12/2017		C		2,473	A	\$ 0	6,455	I	By Limited Liability Company (3)

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

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SEC 1474 (9-02)

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-2 Preferred Stock	(4)	06/12/2017		C			380	(4)	(4)	Common Stock	271	(5)	0	D	
Series B-1 Preferred Stock	(6)	06/12/2017		C			458	(6)	(6)	Common Stock	458	(5)	0	D	
Warrant (Right to Buy)	(7)	06/12/2017		C			48	(8)	08/31/2019	Common Stock	48	(5)	48	D	
Series A-2 Preferred	(4)	06/12/2017		C			16,343	(4)	(4)	Common Stock	11,694	(5)	0	I	By Trust (1)

Stock Series B-1 Preferred Stock	(6)	06/12/2017		C		13,764	(6)	(6)	Common Stock	13,764	(5)	0	I	By Trust (1)
Warrant (Right to Buy)	(7)	06/12/2017		C	1,800		(8)	08/31/2019	Common Stock	1,800	(5)	1,800	I	By Trust (1)
Series A-2 Preferred Stock	(4)	06/12/2017		C		1,570	(4)	(4)	Common Stock	1,123	(5)	0	I	By Trust (2)
Series B-1 Preferred Stock	(6)	06/12/2017		C		10,110	(6)	(6)	Common Stock	10,110	(5)	0	I	By Trust (2)
Warrant (Right to Buy)	(7)	06/12/2017		C	785		(8)	08/31/2019	Common Stock	785	(5)	785	I	By Trust (2)
Series A-2 Preferred Stock	(4)	06/12/2017		C		2,237	(4)	(4)	Common Stock	1,600	(5)	0	I	By Limited Liability Company (3)
Series B-1 Preferred Stock	(6)	06/12/2017		C		2,473	(6)	(6)	Common Stock	2,473	(5)	0	I	By Limited Liability Company (3)
Warrant (Right to Buy)	(7)	06/12/2017		C		262	(8)	07/12/2019	Common Stock	262	(5)	262	I	By Limited Liability Company (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levensohn Pascal 1971 VALLEJO STREET SAINT HELENA, CA 94574	X			

Signatures

/s/ Pascal Levensohn		06/12/2017
**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).

(1) Shares are held directly by Pascal Levensohn Revocable Trust, over which Reporting Person holds voting and dispositive power.

(2) Shares are held directly by Levensohn 2000 Children's Trust, over which Reporting Person holds voting and dispositive power.

(3) Shares are held directly by Levensohn Securities Holdings, LLC, over which Reporting Person holds voting and dispositive power.

(4) Each share of Series A-2 Preferred Stock automatically converted into 0.715548 shares of Common Stock upon the closing of the Issuer's initial public offering of Common Stock and has no expiration date.

(5) Inapplicable.

(6) Each share of Series B-1 Preferred Stock automatically converted into 1 share of Common Stock upon the closing of the Issuer's initial public offering of Common Stock and has no expiration date.

(7) Right has converted from right to buy Series B-1 Preferred Stock to right to buy Common Stock.

(8) Immediate.

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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