

# 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 Groos Thomas T.			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"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2019			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) IONIA ST. SW, STE. 505			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) (State) (Zip) GRAND RAPIDS, MI 49503								

**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	06/04/2019		X		869	A	\$ 5.8667	419,245	I	By Limited Liability Company (1)
Common Stock	06/04/2019		S(2)		110	D	\$ 46.378	419,135	I	By Limited Liability Company (1)
Common Stock	06/04/2019		X		2,269	A	\$ 5.8667	52,784	I	By Trust (3)
Common Stock	06/04/2019		S(4)		288	D	\$ 46.378	52,496	I	By Trust (3)
Common Stock	06/06/2019		S		9,000	D	\$ 45.1175 (5)	43,496	I	By Trust (3)
Common Stock	06/06/2019		S		3,000	A	\$ 46.1695 (6)	40,496	I	By Trust (3)
Common Stock								13,431	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$ 5.8667	06/04/2019		X		869		(7)	07/12/2019	Common Stock	869	(8)	0	D	

Warrant (Right to Buy)	\$ 5.8667	06/04/2019		X		2,269	(7)	07/12/2019	Common Stock	2,269	(8)	0	D
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groos Thomas T. IONIA ST. SW, STE. 505 GRAND RAPIDS, MI 49503	X			

## Signatures

Thomas T. Groos, by /s/ Ron A. Metzger, Attorney-in-Fact	06/06/2019
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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 held directly by RT Groos, LLC, over which Thomas T. Groos holds voting and dispositive power.

On June 4, 2019, the Reporting Person exercised a warrant to purchase 869 shares of Issuer's common stock for \$5.8667 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in Issuer's withholding of 110 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 759 shares. Issuer also paid \$3.42 to the Reporting Person in lieu of fractional shares.

(3) Shares held directly by The Thomas T. Groos Revocable Trust, over which Thomas T. Groos holds voting and dispositive power.

On June 4, 2019, the Reporting Person exercised a warrant to purchase 2,269 shares of Issuer's common stock for \$5.8667 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in Issuer's withholding of 288 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 1,981 shares. Issuer also paid \$45.32 to the Reporting Person in lieu of fractional shares.

(5) The shares were sold at prices between \$45.0901 and \$45.8582 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.

(6) The shares were sold at prices between \$46.24 and \$46.6687 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.

(7) Immediate.

(8) Inapplicable.

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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