

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"/> 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) 11/30/2020			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		
1971 VALLEJO STREET			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)			SAINT HELENA, CA 94574					
(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	11/30/2020		M		3,922	A	\$ 0.85	36,673	D	
Common Stock	11/30/2020		S		3,922	D	\$ 33.0088 (1)	32,751	D	
Common Stock	12/02/2020		S		1,481	D	\$ 33.4453 (2)	31,270	D	
Common Stock	12/02/2020		S		1,371	D	\$ 34.7695 (3)	29,899	D	
Common Stock	12/02/2020		S		226	D	\$ 34.7001	0	I	By Limited Liability Company (4)
Common Stock								3,214	I	By Trust (5)
Common Stock								6,675	I	By Trust (6)

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
Stock Option (Right to Buy)	\$ 0.85	11/30/2020		M		3,922		(7)	02/02/2026	Common Stock	3,922	\$ 0	0	D	

Reporting Owners

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

Signatures

Pascal Levensohn, by /s/ Ron A. Metzger, Attorney-in-Fact		12/02/2020
<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) Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$32.51 to \$33.415. 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.
- (2) Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$33.33 to \$33.67. 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.
- (3) Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$34.63 to \$34.94. 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.
- (4) Shares are held directly by Levensohn Venture Partners, LLC, of which Reporting Person is a member.
- (5) Shares are held directly by Pascal Levensohn Revocable Trust, over which Reporting Person holds voting and dispositive power.
- (6) Shares are held directly by Levensohn 2000 Children's Trust, over which Reporting Person holds voting and dispositive power.
- (7) 1/48th of the grant vests monthly for 48 months from February 1, 2016.

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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