### **CHANNELADVISOR CORP**

Form 4

February 11, 2014

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hower Robert

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHANNELADVISOR CORP

(Check all applicable)

[ECOM]

02/11/2014

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director 10% Owner Other (specify Officer (give title

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL

CENTER PARKWAY

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### MORRISVILLE, NC 27560

(City)

(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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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)		
Common Stock	02/11/2014		<u>J(1)</u>	989,996	D	\$ 0	849,399	I	By Funds		
Common Stock	02/11/2014		S(3)	10,004	D	\$ 40.0393	839,395	I	By Funds		
Common Stock	02/11/2014		S(4)	5,625	D	\$ 40.0393	833,770	I	By Funds		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title N	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) $(D)$				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hower Robert C/O CHANNELADVISOR CORPORATION 2701 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560

X

## **Signatures**

/s/ Brian F. Leaf, Attorney-in-fact

02/11/2014

\*\*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).
  - On February 11, 2014, Advanced Technology Ventures VII, L.P. ("ATV VII") made a pro rata distribution for no consideration of an aggregate of 934,471 shares of common stock of the Issuer to its limited partners; Advanced Technology Ventures VII (B), L.P. ("ATV
- (1) VII-B") made a pro rata distribution for no consideration of an aggregate of 37,500 shares of common stock of the Issuer to its limited partners; and Advanced Technology Ventures VII (C), L.P. ("ATV VII-C") made a pro rata distribution for no consideration of an aggregate of 18,025 shares of common stock of the Issuer to its limited partners.
  - ATV Associates VII, L.L.C. ("ATV LLC") is the general partner of ATV VII, ATV VII-B, ATV VII-C and ATV Entrepreneurs VII, L.P. ("ATVE VII" and, together with ATV VII, ATV VII-B and ATV VII-C, the "Funds"). Robert Hower, the reporting person and a managing director of ATV LLC, disclaims beneficial ownership of the securities owned directly by the Funds, and this report shall not be deemed to be an admission that he is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any.
- (3) ATV LLC received an aggregate of 10,004 shares of common stock of the Issuer from the distributions of ATV VII, ATV VII-B and ATV VII-C described in footnote 1 above on February 11, 2014. The shares were sold by ATV LLC in a series of open market

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transactions on the transaction date with a volume weighted average sale price of \$40.0393. The range of sale prices for the transactions reported was \$40.00 to \$40.13 per share.

(4) The common stock was sold by ATVE VII in a series of open market transactions on the transaction date with a volume weighted average sale price of \$40.0393. The range of sale prices for the transactions reported was \$40.00 to \$40.13 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.