CHANNELADVISOR CORP

Form 4 March 13, 2014

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

subject to Section 16. Form 4 or obligations

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

(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]

03/11/2014

(Middle)

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

_X__ Director 10% Owner Officer (give title __ Other (specify

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL

(Street)

CENTER PARKWAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MORRISVILLE, NC 27560

(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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	03/11/2014		S	43,725	D	\$ 45.47 (1)	590,045	I	By Funds	
Common Stock	03/12/2014		S	38,475	D	\$ 45.07 (3)	551,570	I	By Funds	
Common Stock	03/13/2014		S	86,293	D	\$ 45.13 (4)	465,277	I	By Funds	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
Security					Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of 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

Signatures

/s/ Brian F. Leaf, Attorney-in-fact 03/13/2014

**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).

X

- The common stock was sold in a series of open market transactions on the transaction date with a volume weighted average sale price of \$45.47. The range of sale prices for the transactions reported was \$45.25 to \$45.69 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) ATV Associates VII, L.L.C. ("ATV LLC") is the general partner of Advanced Technology Ventures VII, L.P. ("ATV VII"), Advanced Technology Ventures VII (B), L.P. ("ATV VII-B"), Advanced Technology Ventures VII (C), L.P. ("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

Reporting Owners 2

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this report shall not be deemed to be an admission that he is the beneficial owner of such securities, except to the extent of his pecuniary interest therein, if any.

- The common stock was sold in a series of open market transactions on the transaction date with a volume weighted average sale price of \$45.07. The range of sale prices for the transactions reported was \$45.05 to \$45.16 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The common stock was sold in a series of open market transactions on the transaction date with a volume weighted average sale price of \$45.13. The range of sale prices for the transactions reported was \$44.90 to \$45.71 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.