

CHANNELADVISOR CORP
Form 4
November 13, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Spitz David J

2. Issuer Name and Ticker or Trading Symbol
CHANNELADVISOR CORP
[ECOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL CENTER PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 11/12/2013 | | M | | 36,328 | A \$ 1.6 | 36,328 D |
| Common Stock | 11/12/2013 | | M | | 113,672 | A \$ 2.24 | 150,000 D |
| Common Stock | 11/12/2013 | | S | | 150,000 | D \$ 32.368 | 0 D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 1.6 | 11/12/2013 | | M | 36,328 | <u>(1)</u> 03/20/2019 | Common Stock 36,328 |
| Employee Stock Option (right to buy) | \$ 2.24 | 11/12/2013 | | M | 9,750 | <u>(2)</u> 04/01/2016 | Common Stock 9,750 |
| Employee Stock Option (right to buy) | \$ 2.24 | 11/12/2013 | | M | 92,705 | <u>(3)</u> 12/22/2016 | Common Stock 92,705 |
| Employee Stock Option (right to buy) | \$ 2.24 | 11/12/2013 | | M | 11,217 | <u>(4)</u> 03/03/2018 | Common Stock 11,217 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spitz David J C/O CHANNELADVISOR CORPORATION 2701 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560 | | | President and COO | |

Signatures

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

11/13/2013

__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) This option vested in 16 equal quarterly installments, beginning on June 1, 2009 and continuing through March 2, 2013.
- (2) One-fourth of the shares underlying this option vested on April 1, 2007, and the remainder vested in 12 equal quarterly installments through April 1, 2010.
- (3) This option vested in 16 equal quarterly installments, beginning on October 1, 2006 and continuing through July 1, 2010.
- (4) This option vested in 16 equal quarterly installments, beginning on June 1, 2008 and continuing through March 1, 2012.

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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