CHANNELADVISOR CORP

Form 4

November 13, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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0.5

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response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schomber Brad R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Director

(Check all applicable)

Chief Accounting Officer

(Last)

(First) (Middle)

CHANNELADVISOR CORP [ECOM]

3. Date of Earliest Transaction

(Month/Day/Year)

11/12/2013

X_ Officer (give title below)

10% Owner Other (specify

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL

(Street)

(State)

CENTER PARKWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MORRISVILLE, NC 27560

(City)

	Tuble 1 Tion 2017 and 6 Securities Frequencia, 2.15 possess 02, 02 2010 including								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Ad Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/12/2013		M	1,125	A	\$ 1.6	1,125	D	
Common Stock	11/12/2013		M	8,675	A	\$ 2.24	9,800	D	
Common Stock	11/12/2013		S	9,800	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 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 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) 3A. Deemed Execution Date, if Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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	1,125	<u>(1)</u>	03/20/2019	Common Stock	1,125
Employee Stock Option (right to buy)	\$ 2.24	11/12/2013		M	8,675	<u>(2)</u>	07/16/2020	Common Stock	8,675

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schomber Brad R C/O CHANNELADVISOR CORPORATION 2701 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560

Chief Accounting Officer

Signatures

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

**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, 2010 and continuing through March 1, 2013.

Reporting Owners 2

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(2) This option vests in 16 equal quarterly installments, beginning on October 15, 2010 and continuing through July 15, 2014, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

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.