

CHANNELADVISOR CORP
 Form 4
 July 03, 2014

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, 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)
 07/01/2014

____ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/01/2014		M	12,500	A \$ 1.6	128,644	D
Common Stock	07/01/2014		M	25,000	A \$ 2.24	153,644	D
Common Stock	07/01/2014		S	37,500	D \$ 26.75	116,144	D
					(1)		

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

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(9-02)

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	07/01/2014		M	12,500	<u>(2)</u> 03/20/2019	Common Stock 12,500
Employee Stock Option (right to buy)	\$ 2.24	07/01/2014		M	12,500	<u>(3)</u> 03/01/2020	Common Stock 12,500
Employee Stock Option (right to buy)	\$ 2.24	07/01/2014		M	12,500	<u>(4)</u> 09/30/2020	Common Stock 12,500

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/ Diana S. Allen,
Attorney-in-fact

07/03/2014

__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).
The common stock was sold by the reporting person in a series of open market transactions on the transaction date with an volume weighted average sale price of \$26.75. The range of sale prices for the transactions reported was \$26.31 to \$26.95 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.
- (1) This option vested in 16 equal quarterly installments, beginning on June 1, 2009 and continuing through March 2, 2013.
 - (3) This option vested in 16 equal quarterly installments, beginning on June 1, 2010 and continuing through March 1, 2014.
 - (4) This option vested in 16 equal quarterly installments, beginning on October 1, 2010 and continuing through July 1, 2014.

Remarks:

The option exercises and sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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.