

CHRISTOPHER & BANKS CORP  
 Form 4  
 April 03, 2017

**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 \*  
 Komarek Luke

2. Issuer Name and Ticker or Trading Symbol  
 CHRISTOPHER & BANKS CORP  
 [CBK]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2400 XENIUM LANE NORTH  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/31/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, General Counsel

PLYMOUTH, MN 55441

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 03/31/2017                           |  | P                              | 1,250 A \$ 1.5  | 75,761 <sup>(1)</sup>   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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)       | \$ 17.63   |                                      |  |                                |   | 05/21/2008 <sup>(2)</sup>                                | 05/21/2017  | Common Stock | 9,500                      |
| Employee Stock Option (Right to Buy)       | \$ 13.31   |                                      |  |                                |   | 10/30/2008 <sup>(3)</sup>                                | 10/30/2017  | Common Stock | 6,000                      |
| Employee Stock Option (Right to Buy)       | \$ 10.56   |                                      |  |                                |   | 04/14/2009 <sup>(4)</sup>                                | 04/14/2018  | Common Stock | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 4.18  |                                      |  |                                |   | 04/13/2010 <sup>(5)</sup>                                | 04/13/2019  | Common Stock | 35,000                     |
| Employee Stock Option (Right to Buy)       | \$ 10.8  |                                      |  |                                |   | 04/19/2011 <sup>(6)</sup>                                | 04/19/2020  | Common Stock | 21,200                     |
| Employee Stock Option (Right to Buy)       | \$ 6.28  |                                      |  |                                |   | 04/18/2012 <sup>(7)</sup>                                | 04/18/2021  | Common Stock | 26,236                     |
| Employee Stock Option (Right to Buy)       | \$ 1.91  |                                      |  |                                |   | 03/29/2013 <sup>(8)</sup>                                | 03/29/2022  | Common Stock | 35,749                     |

|  |         |                            |            |                 |        |
|--|---------|----------------------------|------------|-----------------|--------|
| Buy)   |         |                            |            |                 |        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.25 | 03/15/2014 <sup>(9)</sup>  | 03/15/2023 | Common<br>Stock | 9,039  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 2.12 | 09/01/2017 <sup>(10)</sup> | 09/01/2026 | Common<br>Stock | 86,019 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 1.28 | 03/16/2018 <sup>(11)</sup> | 03/16/2027 | Common<br>Stock | 75,000 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Komarek Luke<br>2400 XENIUM LANE NORTH<br>PLYMOUTH, MN 55441 |               |           | SVP, General Counsel |       |

## Signatures

/s/Brook T. Nuernberg,  
Attorney-in-Fact

04/03/2017

\_\_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 number includes restricted stock awards.
- (2) On May 21, 2007, the reporting person was granted an option to purchase 9,500 shares of Common Stock. The option vests equally in three annual installments beginning on May 21, 2008.
- (3) On October 30, 2007, the reporting person was granted an option to purchase 6,000 shares of Common Stock. The option vests equally in three annual installments beginning on October 30, 2008.
- (4) On April 14, 2008, the reporting person was granted an option to purchase 7,500 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- (5) On April 13, 2009, the reporting person was granted an option to purchase 35,000 shares of Common Stock. The option vests equally in five annual installments of 7,000 shares beginning on April 13, 2010.
- (6) On April 19, 2010, the reporting person was granted an option to purchase 21,200 shares of Common Stock. The option vests in three annual installments of 7,066 shares on April 19, 2011, 7,067 shares on April 19, 2012 and 7,067 shares on April 19, 2013.
- (7) On April 18, 2011, the reporting person was granted an option to purchase 26,236 shares of Common Stock. The option vests in three annual installments of 8,746 shares on April 18, 2012, 8,745 shares on April 18, 2013 and 8,745 shares on April 18, 2014.

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- (8) On March 29, 2012, the reporting person was granted an option to purchase 35,749 shares of Common Stock. The option vests in three annual installments of 11,917 shares on March 29, 2013, 11,916 shares on March 29, 2014 and 11,916 shares on March 29, 2015.
- (9) On March 15, 2013, the reporting person was granted an option to purchase 9,039 shares of the Company's Common Stock. The option vests in three annual installments of 3,013 shares on each of March 15, 2014, March 15, 2015 and March 15, 2016.
- (10) On September 1, 2016, the reporting person was granted an option to purchase 86,019 shares of the Company's Common Stock. The option vests in three annual installments of 28,673 shares on each of September 1, 2017, September 1, 2018 and September 1, 2019.
- (11) On March 16, 2017, the reporting person was granted an option to purchase 75,000 shares of the Company's Common Stock. The option vests in three annual installments of 25,000 shares on each of March 16, 2018, March 16, 2019 and March 16, 2020.

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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