

CHANNELADVISOR CORP  
 Form 4  
 November 13, 2013

**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

(Last) (First) (Middle)

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL CENTER PARKWAY

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or 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.

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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<br>C/O CHANNELADVISOR CORPORATION<br>2701 AERIAL CENTER PARKWAY<br>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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