

CHANNELADVISOR CORP

Form 4

August 19, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hower Robert

(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)
08/15/2014

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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/15/2014		S		25,100	D	\$ 16.0238 (1)	172,881	I By Funds (2)
Common Stock	08/18/2014		S		20,661	D	\$ 16.0109 (3)	152,220	I By Funds (2)
Common Stock	08/19/2014		S		70,837	D	\$ 16.0325 (4)	81,383	I By Funds (2)

Common
Stock

8,520 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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hower Robert
C/O CHANNELADVISOR CORPORATION X
2701 AERIAL CENTER PARKWAY
MORRISVILLE, NC 27560

Signatures

/s/ Robert C.
Hower 08/19/2014

__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).

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$16.00 to

- (1) \$16.10 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.

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- ATV Associates VII, L.L.C. ("ATV LLC") is the general partner of Advanced Technology Ventures VII, L.P. ("ATV VII"), Advanced Technology Ventures VII (B), L.P. ("ATV VII-B"), Advanced Technology Ventures VII (C), L.P. ("ATV VII-C") and ATV Entrepreneurs VII, L.P. ("ATVE VII" and, together with ATV VII, ATV VII-B and ATV VII-C, the "Funds"). The reporting person is a managing director of ATV LLC and disclaims beneficial ownership of the securities owned directly by the Funds, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest therein, if any.
- (2)

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$16.00 to \$16.05 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.
- (3)

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$16.00 to \$16.14 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.
- (4)

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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