

CHANNELADVISOR CORP
Form SC 13G
February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

CHANNELADVISOR CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

159179100
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 159179100

Page

1. Name of Reporting Persons

Advanced Technology Ventures VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of Shares

6. Shared Voting Power

Beneficially Owned by Each

1,839,3952

7. Sole Dispositive Power

Reporting Person With:

0

8. Shared Dispositive Power

1,839,3952

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,839,3952

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.1%³

12. Type of Reporting Person (See Instructions)

PN

1 This Schedule 13G is filed by 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"), ATV Entrepreneurs VII, L.P. ("ATVE VII") and ATV Associates VII, L.L.C. (the general partner of ATV VII, ATV VII-B, ATV VII-C and ATVE VII) ("ATVA VII" and, together with ATV VII, ATV VII-B, ATV VII-C and ATVE VII, the "ATV Entities"). The ATV Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.

2 Consists of (i) 1,726,523 shares of common stock owned by ATV VII, (ii) 69,283 shares of common stock owned by ATV VII-B, (iii) 33,301 shares of common stock owned by ATV VII-C and (iv) 10,288 shares of common stock owned by ATVE VII.

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This percentage is calculated based upon 22,672,635 shares of the Issuer's common stock outstanding immediately following the offering of common stock pursuant to the Issuer's prospectus filed under Rule 424(b)(4), filed with the Securities and Exchange Commission on November 6, 2013.

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1. Name of Reporting Persons

Advanced Technology Ventures VII (B), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially
Owned by
Each

7. Sole Dispositive Power

1,839,3952

Reporting
Person With:

8. Shared Dispositive Power

0

1,839,3952

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,839,3952

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.1%³

12. Type of Reporting Person (See Instructions)

PN

1 This Schedule 13G is filed by ATV VII, ATV VII-B, ATV VII-C, ATVE VII and ATVA VII (the general partner of ATV VII, ATV VII-B, ATV VII-C and ATVE VII). The ATV Entities expressly disclaim status as a “group” for purposes of this Schedule 13G.

2 Consists of (i) 1,726,523 shares of common stock owned by ATV VII, (ii) 69,283 shares of common stock owned by ATV VII-B, (iii) 33,301 shares of common stock owned by ATV VII-C and (iv) 10,288 shares of common stock owned by ATVE VII.

3 This percentage is calculated based upon 22,672,635 shares of the Issuer’s common stock outstanding immediately following the offering of common stock pursuant to the Issuer’s prospectus filed under Rule 424(b)(4), filed with the Securities and Exchange Commission on November 6, 2013.

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1. Name of Reporting Persons

Advanced Technology Ventures VII(C), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially
Owned by
Each

7. Sole Dispositive Power

1,839,3952

Reporting
Person With:

8. Shared Dispositive Power

0

1,839,3952

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,839,3952

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.1%³

12. Type of Reporting Person (See Instructions)

PN

1 This Schedule 13G is filed by ATV VII, ATV VII-B, ATV VII-C, ATVE VII and ATVA VII (the general partner of ATV VII, ATV VII-B, ATV VII-C and ATVE VII). The ATV Entities expressly disclaim status as a “group” for purposes of this Schedule 13G.

2 Consists of (i) 1,726,523 shares of common stock owned by ATV VII, (ii) 69,283 shares of common stock owned by ATV VII-B, (iii) 33,301 shares of common stock owned by ATV VII-C and (iv) 10,288 shares of common stock owned by ATVE VII.

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1. Name of Reporting Persons
ATV Entrepreneurs VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Number of Shares
Shared Voting Power

Beneficially Owned by Each Reporting Person With: 7. 1,839,3952

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,839,3952

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,839,3952

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.1%3

12. Type of Reporting Person (See Instructions)

PN

- 1 This Schedule 13G is filed by ATV VII, ATV VII-B, ATV VII-C, ATVE VII and ATVA VII (the general partner of ATV VII, ATV VII-B, ATV VII-C and ATVE VII). The ATV Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.
- 2 Consists of (i) 1,726,523 shares of common stock owned by ATV VII, (ii) 69,283 shares of common stock owned by ATV VII-B, (iii) 33,301 shares of common stock owned by ATV VII-C and (iv) 10,288 shares of common stock owned by ATVE VII.
- 3 This percentage is calculated based upon 22,672,635 shares of the Issuer's common stock outstanding immediately following the offering of common stock pursuant to the Issuer's prospectus filed under Rule 424(b)(4), filed with the Securities and Exchange Commission on November 6, 2013.

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1. Name of Reporting Persons
ATV Associates VII, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each Reporting Person With: 1,839,3952

7. Sole Dispositive Power

0

8. Shared Dispositive Power