

CHANNELADVISOR CORP  
 Form 3  
 November 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Cornetta Richard  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 11/05/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 Chief Accounting Officer

C/O CHANNELADVISOR CORPORATION,Â 3025 CARRINGTON MILL BOULEVARD

(Street)

MORRISVILLE,Â NCÂ 27560

(City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,227   | D  | Â   |
| Common Stock <u>(1)</u>         | 22,000 <u>(2)</u>                                     | D  | Â   |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable      Expiration<br>Date                    | Title                      Amount or<br>Number of<br>Shares                          |  |  |   |
| Employee Stock Option<br>(right to buy)       | Â (3)              11/11/2023                                  | Common<br>Stock              5,000   | \$ 35.39   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Cornetta Richard<br>C/O CHANNELADVISOR CORPORATION<br>3025 CARRINGTON MILL BOULEVARD<br>MORRISVILLE, NC 27560 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

/s/ Diana S. Allen                      11/05/2015  
Attorney-in-fact

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.  
Of the shares underlying these restricted stock units, 6,000 shares vest in three equal annual installments on May 8, 2016, 2017 and 2018, and 16,000 shares vest in four equal annual installments on March 6, 2016, 2017, 2018 and 2019, in each case subject to the reporting person's continuous service with the issuer as of the applicable vesting date.
- (3) Of the shares underlying this option, 2,500 shares are vested as of the date of this report, and the remainder vest in eight equal quarterly installments beginning on December 23, 2015 and continuing through September 23, 2017, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.

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### Remarks:

Exhibit 24.1 - Power of Attorney

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.