

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)

C/O CHANNELADVISOR CORPORATION,Â 3025 CARRINGTON MILL BOULEVARD

(Street)

MORRISVILLE,Â NCÂ 27560

(City) (State) (Zip)

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

(Check all applicable)

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

5. 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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cornetta Richard C/O CHANNELADVISOR CORPORATION 3025 CARRINGTON MILL BOULEVARD 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.