

CHANNELADVISOR CORP

Form DEFA14A

March 18, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to § 240.14a-12

ChannelAdvisor Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

---

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

---

\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 1, 2019.

Meeting Information

CHANNELADVISOR CORPORATION	Meeting Type:	Annual Meeting
	For holders as of:	March 7, 2019
	Date: May 1, 2019	Time: 3:00 p.m. local time
	Location:	3025 Carrington Mill Blvd., Suite 500 Morrisville, North Carolina 27560

CHANNELADVISOR  
CORPORATION  
C/O PROXY SERVICES  
P.O. BOX 9142  
FARMINGDALE, NY  
11735

You are receiving this communication because you hold shares in the company named  
above.

This is not a ballot. You cannot use this notice to vote these shares. This communication  
presents only an overview of the more complete proxy materials that are available to you  
on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily  
request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the  
proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before  
You Vote  
—

How to  
Access  
the Proxy  
Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY

ANNUAL REPORT

STATEMENT

How to View Online:

Have the information that is printed in the box marked by XXXX XXXX XXXX (located on the  
the arrow à  
following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is  
NO charge for

requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

2) BY TELEPHONE: 1-800-579-1639

3) BY EMAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed  
in the box

by the arrow à XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to  
your investment

advisor. Please make the request as instructed above on or before April 17, 2019 to facilitate timely  
delivery.

— How to  
Vote —  
Please  
Choose  
One of the  
Following  
Voting  
Methods

Vote In Person: Many stockholder meetings have attendance  
requirements including, but not limited to, the  
possession of an attendance ticket issued by the entity  
holding the meeting. Please check the meeting materials  
for any special requirements for meeting attendance. At the  
meeting, you will need to request a ballot to vote  
these shares.

Vote By Internet: To vote now by Internet, go to  
[www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in

the

(located  
on the  
following  
page)  
available  
and  
follow the

box marked by the arrow à XXXX XXXX XXXX

instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

The Board of Directors  
recommends that you vote  
FOR proposals 1, 2 and 3  
and FOR "1 year" for  
proposal 4:

1. ELECTION OF  
DIRECTORS

Nominees:

01) David J. Spitz

02) Timothy V. Williams

2. RATIFICATION OF THE  
SELECTION OF ERNST  
& YOUNG LLP AS  
INDEPENDENT  
AUDITORS FOR THE  
FISCAL YEAR ENDING  
DECEMBER 31, 2019.

3. ADVISORY  
(NONBINDING) VOTE  
TO APPROVE  
EXECUTIVE  
COMPENSATION

4. ADVISORY  
(NONBINDING) VOTE  
ON THE FREQUENCY  
OF FUTURE ADVISORY  
VOTES ON EXECUTIVE  
COMPENSATION

NOTE: Such other business  
as may properly come before  
the meeting or any  
adjournment thereof.

---