

BUINEVICIUS ARIS ANTANAS
 Form 4
 May 29, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BUINEVICIUS ARIS ANTANAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2013

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

C/O CHANNELADVISOR CORPORATION, 2701 AERIAL CENTER PARKWAY

(Street)

4. 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

MORRISVILLE, NC 27560

(City) (State) (Zip)

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)
Common Stock	05/29/2013		C	(A) or (D) A	1,176,871 <u>(1)</u> 2	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)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series A Preferred Stock	(2)	05/29/2013		C	15,400,559	(2)	(2)	Common Stock	90
Series B Preferred Stock	(2)	05/29/2013		C	1,806,277	(2)	(2)	Common Stock	1
Series B-1 Preferred Stock	(2)	05/29/2013		C	335,959	(2)	(2)	Common Stock	2
Warrant to Purchase Series C Preferred Stock (right to buy)	\$ 0.685	05/29/2013		X	72,992	05/30/2008	(4)	Series C Preferred Stock	7
Series C Preferred Stock	(2)	05/29/2013		X	72,992	(2)	(2)	Common Stock	4,
Series C Preferred Stock	(2)	05/29/2013		S(5)	57,143	(2)	(2)	Common Stock	3,
Series C Preferred Stock	(2)	05/29/2013		C	1,287,181	(2)	(2)	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUINEVICIUS ARIS ANTANAS C/O CHANNELADVISOR CORPORATION 2701 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560	X		Chief Technology Officer	

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact

05/29/2013

__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).
- (1) The total represents shares received upon conversion of shares of Series A, Series B, Series B-1 and Series C convertible preferred stock.
Each share of convertible preferred stock was convertible, at any time, at the holder's election, into the issuer's common stock on a 1-for-16 basis. Effective immediately prior to the closing of the issuer's initial public offering of its common stock, each share of
- (2) convertible preferred stock automatically converted into one-sixteenth of one share of common stock. The convertible preferred stock had no expiration date.
- (3) The number of underlying shares of common stock reported reflects a 1-for-16 reverse stock split of the issuer's common stock effected on May 9, 2013.
- (4) This warrant expires upon an initial public offering of the issuer's securities.
On May 29, 2013, the reporting person exercised a warrant to purchase 72,992 shares of the issuer's Series C convertible preferred stock for \$0.685 per share. The reporting person paid the exercise price on a cashless basis, resulting in the issuer's withholding of 57,143 of the
- (5) Series C convertible preferred shares to pay the exercise price and issuing to the reporting person the remaining 15,849 shares of Series C convertible preferred stock.

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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