

CHANNELADVISOR CORP
Form 4
March 11, 2014

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 *
KERINS PATRICK J

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)
**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2014

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/07/2014		J ⁽¹⁾	600,000 D \$ 0	556,692	I	See Note 2 ⁽²⁾
Common Stock	03/07/2014		J ⁽³⁾	6,000 A \$ 0	6,000	I	See Note 4 ⁽⁴⁾
Common Stock	03/07/2014		J ⁽⁵⁾	6,000 D \$ 0	0	I	See Note 4 ⁽⁴⁾
Common Stock	03/07/2014		J ⁽⁶⁾	145 A \$ 0	425	D	

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

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The Reporting Person is a manager of NEA 12 LLC, which is the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.

- (5) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 6,000 shares of common stock of the Issuer to its limited partners on March 7, 2014.
- (6) The Reporting Person received 145 shares of common stock of the Issuer in the distribution by NEA Partners 12 on March 7, 2014.

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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