### **CHANNELADVISOR CORP**

Form 5

February 13, 2014

FORM	15							OMB A	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB Number:	3235-0362		
Check this no longer	shington, D.C. 20549					Expires:	January 31, 2005				
to Section Form 4 or 5 obligation may contin	Form ANN ons nue.	IENT OF CHANGES IN BENEFICIAL ERSHIP OF SECURITIES				EFICIAL	Estimated average burden hours per response 1.0				
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported											
WINGO M SCOT Symbol			Name <b>and</b> Ticker or Trading  NELADVISOR CORP  [1]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last)	ement for Issuer's Fiscal Year Ended Day/Year) 2013				X Director 10% Owner X Officer (give title Other (specify below)						
C/O CHANNELADVISOR CORPORATION, 2701 AERIAL											
CENTER P.		INIAL									
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)				
	^										
MORRISVI	LLE, NC 2750	60					_X_ Form Filed by I Form Filed by I Person	One Reporting P More than One R			
(City)	(State)	(Zip) Tab	ole I - Non-Deri	ivative Sec	uritie	s Acqu	iired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's				
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)		, ,		
Common Stock	11/27/2013 <u>(1)</u>	Â	G	1,700 (1)	D	\$ 0 (1)	1,426,475	D	Â		
• • •							SEC 2270 (9-02)				

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	Title	or Namelana	
						Exercisable	Date		Number	
					(A) (D)				of	
					(A) (D)				Shares	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WINGO M SCOT C/O CHANNELADVISOR CORPORATION 2701 AERIAL CENTER PARKWAY MORRISVILLE Â NCÂ 27560	ÂX	Â	Chief Executive Officer	Â		

## **Signatures**

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

\*\*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 reported transaction was a gift from Mr. Wingo to a charitable organization.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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