

KERINS PATRICK J
Form 3/A
May 29, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 KERINS PATRICK J

(Last) (First) (Middle)

1954 GREENSPRING DRIVE,Â SUITE 600

(Street)

TIMONIUM,Â MDÂ 21093

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/22/2013

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)

5. If Amendment, Date Original Filed(Month/Day/Year)

05/22/2013

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)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Series C Preferred Stock	Â (1)	Â (1)	Common Stock	2,763,935 (2)	\$ (1)	I	See Note 3 (3)
Warrant to Purchase Series C Preferred Stock (right to buy)	05/30/2008	Â (4)	Series C Preferred Stock	122,602 (5)	\$ 0.685	I	See Note 3 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERINS PATRICK J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â X	Â X	Â	Â

Signatures

/s/ Louis Citron,
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 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) Each share of convertible preferred stock is convertible, at any time, at the holder's election, into the issuer's common stock on a 1-for-16 basis. In addition, effective immediately prior to the closing of the issuer's initial public offering of its common stock, each share of convertible preferred stock will automatically convert into one-sixteenth of one share of the issuer's common stock. The convertible preferred stock has no expiration date.

(2) The original Form 3 incorrectly reported the number of shares of common stock underlying the preferred stock to include the shares underlying the preferred stock warrant.

(3) The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of New Enterprise Associates 12, Limited Partnership ("NEA 12"), the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by NEA 12, except to the extent of his pecuniary interest therein.

(4) This warrant expires upon an initial public offering of the issuer's securities.

(5) The original Form 3 incorrectly reported the number of shares of common stock underlying the preferred stock subject to the preferred stock warrant instead of reporting the number of shares of preferred stock underlying the preferred stock warrant.

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.