

KOLLURI KRISHNA KITTU

Form 3/A

May 29, 2013

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 New Enterprise Associates 12,  
Limited Partnership

(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)  
05/22/20133. Issuer Name **and** Ticker or Trading Symbol  
CHANNELADVISOR CORP [ECOM]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/22/20136. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ 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  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

				Shares		or Indirect (1) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	2,763,935 (2)	\$ (1)	D (3)	Â
Warrant to Purchase Series C Preferred Stock (right to buy)	05/30/2008	Â (4)	Series C Preferred Stock	122,602 (5)	\$ 0.685	D (3)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New Enterprise Associates 12, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA Partners 12, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA 12 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BASKETT FOREST 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
KOLLURI KRISHNA KITTU 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â

DRANT RYAN D  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

Â 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 securities are directly held by New Enterprise Associates 12, Limited Partnership ("NEA 12") and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri and Scott D. Sandell. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the issuer held by NEA 12 in which the Indirect Reporting Persons have no actual pecuniary interest.

(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.

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