

CHANNELADVISOR CORP  
Form DEF 14A  
March 21, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

x

Filed by a Party other than the Registrant

o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

ChannelAdvisor Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

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CHANNELADVISOR CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On May 6, 2016

Dear Stockholder:

The Annual Meeting of Stockholders of ChannelAdvisor Corporation, or the Company, will be held at the offices of the Company at 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560, on Friday, May 6, 2016 at 10:00 a.m. local time for the following purposes:

1. Proposal 1-To elect the Board's nominees, Aris A. Buinevicius, David J. Spitz and Timothy V. Williams, to the Board of Directors to hold office until the 2019 Annual Meeting of Stockholders.
2. Proposal 2-To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as independent registered public accounting firm, or auditors, for the fiscal year ending December 31, 2016.
3. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice. All stockholders are invited to attend the meeting in person. The record date for the Annual Meeting is March 10, 2016. Only stockholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or any adjournment thereof.

By Order of the Board of Directors,  
Diana Semel Allen  
Secretary  
Morrisville, North Carolina  
March 21, 2016

We are primarily providing access to our proxy materials over the internet pursuant to the Securities and Exchange Commission's notice and access rules. On or about March 25, 2016, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials that will indicate how to access our 2016 Proxy Statement and 2015 Annual Report on the internet and will include instructions on how you can receive a paper copy of the annual meeting materials, including the notice of annual meeting, proxy statement and proxy card.

Whether or not you expect to attend the meeting in person, please submit voting instructions for your shares promptly using the directions on your Notice, or, if you elected to receive printed proxy materials by mail, your proxy card, to vote by one of the following methods: 1) over the internet at [www.proxyvote.com](http://www.proxyvote.com), 2) by telephone by calling the toll-free number 1-800-690-6903, or 3) if you elected to receive printed proxy materials by mail, by marking, dating and signing your proxy card and returning it in the accompanying postage-paid envelope. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.



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CHANNELADVISOR CORPORATION  
3025 Carrington Mill Blvd., Suite 500  
Morrisville, North Carolina 27560

PROXY STATEMENT  
FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 6, 2016

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the Securities and Exchange Commission, or the SEC, we have elected to provide access to our proxy materials online. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials, or the Notice, because our Board of Directors is soliciting your proxy to vote at the 2016 Annual Meeting of Stockholders, including at any adjournments or postponements of the meeting. Internet distribution of our proxy materials is designed to expedite receipt by stockholders, lower the cost of the Annual Meeting and conserve natural resources. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy are in the Notice. The annual report is not part of our proxy soliciting materials. We expect to mail the Notice on or about March 25, 2016 to all stockholders of record entitled to vote at the Annual Meeting.

How do I attend the Annual Meeting?

The meeting will be held on Friday, May 6, 2016 at 10:00 a.m. local time at the new headquarters offices of the Company at 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560. Please note the new address if you plan to attend the Annual Meeting. Information on how to vote in person at the Annual Meeting is discussed below.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on March 10, 2016 are entitled to vote at the Annual Meeting or any adjournments thereof. On this record date, there were 25,401,439 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If on March 10, 2016 your shares were registered directly in your name with our transfer agent, Computershare Limited, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the proxy card or vote by proxy over the telephone or online as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on March 10, 2016 your shares were held not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You may also attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are two matters scheduled for a vote:

• Proposal 1-Election of three directors; and

• Proposal 2-Ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as independent auditors for our fiscal year ending December 31, 2016, or fiscal 2016.



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What if another matter is properly brought before the Annual Meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

You may either vote "For" all three of the nominees to the Board of Directors or you may "Withhold" your vote for any nominee you specify. For the other matter to be voted on, you may vote "For" or "Against" or abstain from voting.

The procedures for voting are:

**Stockholder of Record: Shares Registered in Your Name**

If you are a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy in one of three ways: online, by telephone or using a proxy card that you may request. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already voted by proxy.

To vote online, go to [www.proxyvote.com](http://www.proxyvote.com). You will be asked to provide the Company number and control number from the Notice. Your vote must be received by 11:59 p.m. Eastern Time on May 5, 2016 to be counted.

To vote over the telephone, dial toll-free 1-800-690-6903. You will be asked to provide the Company number and control number from the Notice. Your vote must be received by 11:59 p.m. Eastern Time on May 5, 2016 to be counted.

To vote by mail if you requested printed proxy materials, you can vote by promptly completing and returning your signed proxy card in the envelope provided. You should mail your signed proxy card sufficiently in advance for it to be received by May 5, 2016.

To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

**Beneficial Owner: Shares Registered in the Name of Broker or Bank**

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a notice containing voting instructions from that organization rather than from us. Please follow the voting instructions in the notice to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with the proxy materials, or contact your broker or bank to request a proxy form.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of March 10, 2016.

What happens if I do not vote?

**Stockholder of Record: Shares Registered in Your Name**

If you are a stockholder of record and do not vote online, by telephone, by completing a proxy card or in person at the Annual Meeting, your shares will not be voted.

**Beneficial Owner: Shares Registered in the Name of Broker or Bank**

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the New York Stock Exchange, or the NYSE, deems the particular proposal to be a "routine" matter. Brokers and nominees can use their discretion to vote "uninstructed" shares with respect to matters that are considered to be "routine," but not with respect to "non-routine" matters. Under the rules and interpretations of the NYSE, "non-routine" matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), and certain corporate governance proposals, even if supported by management. Accordingly, your broker or nominee may not vote your shares on Proposal 1 (Election of directors) without your instructions, but may vote your shares on Proposal 2 (Ratification of independent auditors).





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What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of the three nominees for director and “For” the ratification of Ernst & Young LLP as independent auditors for fiscal 2016. If any other matter is properly presented at the meeting, your proxy holder (one of the individuals named on your proxy card) will vote your shares using the individual’s best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We will also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

• You may submit another properly completed proxy card with a later date.

• You may grant a subsequent proxy by telephone or online.

• You may send a timely written notice that you are revoking your proxy to our Corporate Secretary at 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560.

• You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If your shares are held by your broker or bank as a nominee or agent, follow the instructions provided by your broker or bank.

When are stockholder proposals and director nominations due for next year’s Annual Meeting?

To be considered for inclusion in next year’s proxy materials, your proposal must be submitted in writing by Friday, November 25, 2016, to our Corporate Secretary at 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560. If you wish to nominate an individual for election at, or bring business other than through a stockholder proposal before, the 2017 Annual Meeting, you must deliver your notice to our Corporate Secretary at the address above between January 6, 2017 and February 5, 2017. Your notice to the Corporate Secretary must set forth information specified in our bylaws, including your name and address and the class and number of shares of our stock that you beneficially own.

If you propose to bring business before an annual meeting other than a director nomination, your notice must also include, as to each matter proposed, the following: 1) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting that business at the annual meeting and 2) any material interest you have in that business. If you propose to nominate an individual for election as a director, your notice must also include, as to each person you propose to nominate for election as a director, the following: 1) the name, age, business address and residence address of the person, 2) the principal occupation or employment of the person, 3) the class and number of shares of our stock that are owned of record and beneficially owned by the person, 4) the date or dates on which the shares were acquired and the investment intent of the acquisition and 5) any other information concerning the person as would be required to be disclosed in a proxy statement soliciting proxies for the election of that person as a director in an election contest (even if an election contest is not involved), or that is otherwise required to be disclosed pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules and regulations promulgated under the Exchange Act, including the person’s written consent to being named as a nominee



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and to serving as a director if elected. We may require any proposed nominee to furnish other information as we may reasonably require to determine the eligibility of the proposed nominee to serve as an independent director or that could be material to a reasonable stockholder's understanding of the independence, or lack of independence, of the proposed nominee.

For more information, and for more detailed requirements, please refer to our Amended and Restated Bylaws, filed as Exhibit 3.2 to our Current Report on Form 8-K, filed with the SEC on May 29, 2013.

How are votes counted?

Votes will be counted by the inspector of elections appointed for the Annual Meeting, who will separately count, for the proposal to elect directors, votes "For" and "Withhold" and broker non-votes, and with respect to the ratification of independent auditors, votes "For," "Against" and abstentions. For Proposal 1, broker non-votes have no effect and will not be counted toward the vote total for any director nominee. For Proposal 2, abstentions will be counted and will have the same effect as "Against" votes.

What are "broker non-votes"?

As discussed above, when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed by the NYSE to be "non-routine," the broker or nominee cannot vote the shares. These unvoted shares are counted as "broker non-votes."

How many votes are needed to approve each proposal?

For the election of directors, the three nominees receiving the most "For" votes from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors will be elected. Only votes "For" or "Withheld" will affect the outcome. Broker non-votes will have no effect.

To be approved, Proposal 2, ratification of the selection of Ernst & Young, LLP as our independent auditors for fiscal 2016, must receive "For" votes from the holders of a majority of shares present in person or by proxy and entitled to vote. If you "Abstain" from voting, it will have the same effect as an "Against" vote.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum is present if stockholders holding at least a majority of the outstanding shares entitled to vote are present at the Annual Meeting in person or represented by proxy. On the record date, there were 25,401,439 shares outstanding and entitled to vote. Thus, the holders of 12,700,720 shares must be present in person or represented by proxy at the Annual Meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairman of the Annual Meeting or the holders of a majority of shares present at the Annual Meeting in person or represented by proxy may adjourn the meeting to another date.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our Board of Directors currently has nine members and is divided into three classes. Each class consists of three directors and each class has a three-year term. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified.

Messrs. Buinevicius and Williams were previously elected by our stockholders and are in the class of directors whose term of office expires in 2016. Mr. Spitz was appointed as a director by the Board in May 2015 and is in the class of directors whose term of office expires in 2016. Each has been nominated for election at the Annual Meeting for the class of directors whose term of office expires in 2019. If elected at the Annual Meeting, each of these nominees would serve until the 2019 Annual Meeting and until the director's successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal. It is our policy to invite and encourage directors and nominees for director to attend all annual meetings of stockholders and each of our directors then in office other than Messrs. Kerins and Hower attended our 2015 Annual Meeting.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. The three nominees receiving the highest number of affirmative votes will be elected. You cannot vote for more than three nominees. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the three nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee that we will propose. Each person nominated for election has agreed to serve if elected. We have no reason to believe that any nominee will be unable to serve.

The Nominating and Corporate Governance Committee seeks to assemble a board that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise and high-level management experience necessary to oversee and direct our business. To that end, the Committee has identified and evaluated nominees in the broader context of the Board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities that the Committee views as critical to effective functioning of the Board. The brief biographies below include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each director or nominee that led the Committee to believe that the nominee should continue to serve on the Board. However, each of the members of the Committee may have a variety of reasons why a particular person would be an appropriate nominee for the Board, and these views may differ from the views of other members.

NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2019 ANNUAL MEETING

Aris A. Buinevicius, age 48, is a co-founder of our company and has served as our chief technology officer and a member of our board of directors since our inception in 2001. Prior to ChannelAdvisor, he served as director of technology at GoTo Auctions, chief technology officer and co-founder of AuctionRover.com and chief technology officer and co-founder of Stingray Software. Mr. Buinevicius received a B.S. degree in computer science from Iowa State University and an M.S. degree in computer science from North Carolina State University. The Board of Directors believes that Mr. Buinevicius's knowledge of our company as one of our co-founders and his technological experience with software companies prior to founding our company allow him to make valuable contributions to the Board.

David J. Spitz, age 43, has served as our chief executive officer and a member of our board of directors since May 2015. He was president and chief operating officer from 2010 until May 2015, and previously served in a number of capacities with our company from 2006 until 2010. He was an entrepreneur-in-residence at the Aurora Funds, a venture capital firm, from 2005 to 2008. Previously, from 2000 to 2002, Mr. Spitz was founder and chief technology officer of WindWire, a mobile marketing company that was acquired by Avesair, where he then served as president

until its acquisition by Inphonic in 2003. In 1996 he co-founded, and until 1998 served as chief technology officer of, Netsation, a network management software company acquired by Nortel Networks, where he then served as senior principal technologist until 2000. Mr. Spitz received a B.A. degree in computer science from the University of California, San Diego. He holds four U.S. patents, is past chairman of the North Carolina School of Science and Mathematics Foundation Board and is chairman and a member of the executive committee and board of directors of CED, an entrepreneurial support organization for companies in the southeastern United States. The Board of Directors believes that Mr. Spitz's knowledge of our company and his high-level management experience with software and technology companies, computer science background and deep industry experience allow him to make valuable contributions to the Board.

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Timothy V. Williams, age 66, has served as a director of our company since 2012. Mr. Williams most recently served as senior vice president and chief financial officer of Blackbaud, Inc., a public company that provides software and services to non-profit organizations, from 2001 until his retirement in 2011. From 1994 to 2001, he served as executive vice president and chief financial officer of Mynd, Inc., a public company that provides software and services to the insurance industry, which is now a subsidiary of Computer Sciences Corporation. Previously, Mr. Williams worked at Holiday Inn Worldwide, most recently as executive vice president and chief financial officer. Since 2007, Mr. Williams has served on the board of directors of and as chairman of the audit committee of PROS Holdings, Inc., a public company providing pricing and revenue management software and services. Since 2011, he has served on the board of directors of and as chairman of the audit committee of Halogen Software, Inc., a public company providing talent management software and services. Since 2014, he has served on the board of directors of and as chairman of the audit committee of PointClickCare Corp., a private company providing software and services to the facility-based senior care industry. Mr. Williams holds a B.A. degree from the University of Northern Iowa. The Board of Directors believes that Mr. Williams's extensive financial, business, management and public software company experience, including as a chief financial officer, and his extensive knowledge of accounting, risk management, general management of software companies and public company reporting requirements and processes, allow him to make valuable contributions to the Board.

THE BOARD OF DIRECTORS RECOMMENDS

A VOTE "FOR" EACH NAMED NOMINEE.

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**DIRECTORS CONTINUING IN OFFICE UNTIL THE 2017 ANNUAL MEETING**

Janet R. Cowell, age 47, has served as a director of our company since February 2016. Since 2008, Ms. Cowell has served as the Treasurer of the State of North Carolina, the first woman to hold the office. She announced in 2015 that she would not seek re-election when her current terms ends in January 2017. From 2004 to 2008, she served as a North Carolina State Senator, and she served on the Raleigh, North Carolina City Council from 2001 to 2004. Earlier in her career she worked with Corning Inc., Sibson & Co., SJF Ventures, HSBC Holdings plc and Lehman Brothers Holdings Inc. Ms. Cowell received a B.A. from the University of Pennsylvania and an M.B.A. from the University of Pennsylvania Wharton School of Business as well as a Master's in International Studies from the University of Pennsylvania Lauder Institute. The Board of Directors believes that Ms. Cowell's extensive financial and business experience and her extensive knowledge of accounting and risk management allow her to make valuable contributions to the Board.

Robert C. Hower, age 51, has served as a director of our company since 2005. Since 2002, Mr. Hower has served as a general partner of Advanced Technology Ventures, a venture capital firm, where he is the East Coast lead partner for investments in information technology and is primarily focused on the internet, digital media and software sectors. He is also a founder and the general partner of G20 Ventures, a venture capital firm. From 2000 to 2002, he served as a director at BancBoston Ventures, Inc., a venture capital firm. From 1995 to 1999, Mr. Hower held senior management roles at Priority Call Management through its acquisition by LHS Group, after which he continued as vice president of sales for Europe, the Middle East and Africa until 2000. Mr. Hower's prior management experience also includes sales and marketing roles at Lotus Development and General Mills. From 2006 to 2013, Mr. Hower served as a director of Acme Packet, Inc., which was a public company providing session border control technology. He holds a B.A. degree from Harvard College and an M.B.A. degree from The Amos Tuck School of Business at Dartmouth College. The Board of Directors believes that Mr. Hower's broad investment experience in the information technology industry allows him to make valuable contributions to the Board.

M. Scot Wingo, age 47, is a co-founder of our company and has served as chairman of our board of directors since our inception in 2001 and as our executive chairman since May 2015. He served as our chief executive officer from 2001 until May 2015. Prior to founding ChannelAdvisor, he served as general manager of GoTo Auctions, chief executive officer and co-founder of AuctionRover.com, which was acquired by GoTo.com, and as chief executive officer and co-founder of Stingray Software, which was acquired by RogueWave. Mr. Wingo received a B.S. degree in computer engineering from the University of South Carolina and a M.S. degree in computer engineering from North Carolina State University. The Board of Directors believes that Mr. Wingo's knowledge of our company as one of our co-founders, his reputation as a thought leader in the e-commerce industry and his experience with software companies prior to founding our company allow him to make valuable contributions to the Board.

**DIRECTORS CONTINUING IN OFFICE UNTIL THE 2018 ANNUAL MEETING**

Timothy J. Buckley, age 64, has served as a director of our company since 2004. Mr. Buckley served as chief executive officer of Xtium, Inc., a provider of virtual hosting and recovery services, from 2011 until 2014. From 2003 to 2011, Mr. Buckley served as a consultant to a number of technology companies. From 1999 to 2003, Mr. Buckley served as the chief operating officer for Red Hat, Inc., a public software company. From 1993 to 1999, Mr. Buckley was senior vice president of worldwide sales at Visio Corporation, a public software application company that was acquired by Microsoft in 2000. He has served on the board of directors of SciQuest, Inc., a public on-demand software company, since March 2010. Mr. Buckley holds a B.A. degree from Pennsylvania State University. The Board of Directors believes that Mr. Buckley's experience as a sales executive and chief operating officer for publicly held companies in the software industry as well as his past service as a director of several private companies allow him to make valuable contributions to the Board.

Marc E. Huffman, age 45, has served as a director of our company since March 2016. Mr. Huffman has served since 2014 as the president, worldwide sales and distribution of NetSuite Inc., a public company providing cloud-based financial solutions, and previously served as its senior vice president of North American Verticals, Channels and APAC from 2010 to 2014, as senior vice president of sales, North America from 2008 to 2010, and as vice president



of sales beginning in 2003. Before joining NetSuite, he served as group sales director at Oracle Corporation from 1996 to 2003 and as a sales manager at Hayden Enterprises from 1995 to 1996. Mr. Huffman received a B.S. degree in business with emphasis on marketing from California State University, Chico. The Board of Directors believes that Mr. Huffman's extensive sales, management and operational experience with public companies in the software-as-a-service industry allow him to make valuable contributions to the Board.

Patrick J. Kerins, age 60, has served as a director of our company since 2007 and has served as lead independent director since January 2015. Since 2006, Mr. Kerins has served as a general partner of New Enterprise Associates, Inc., or NEA, a venture capital firm. From 1997 to 2006, he served as a general partner of Grotech Capital Group, a venture capital firm. Prior to Grotech, Mr. Kerins was an investment banker with Alex. Brown & Sons, focusing on high-technology companies. Mr. Kerins previously served on the board of directors of Millennial Media, Inc., a public mobile advertising company, and currently serves on the boards

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of directors of a number of private portfolio companies of NEA and is chairman emeritus of the Mid-Atlantic Venture Association. He received a B.S. degree from Villanova University and an M.B.A. degree from Harvard Business School. The Board of Directors believes that Mr. Kerins' broad investment experience in the information technology industry allows him to make valuable contributions to the Board.

**INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

**INDEPENDENCE OF THE BOARD OF DIRECTORS**

As required under NYSE listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the company's board of directors. Our Board consults with our counsel to ensure that the Board's determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of the NYSE, as in effect from time to time. Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of the director's family members, and the Company, our senior management and our independent auditors, the Board has affirmatively determined that the following six directors are independent directors within the meaning of the applicable listing standards: Ms. Cowell and Messrs. Buckley, Hower, Huffman, Kerins and Williams. In making this determination, the Board found that none of these directors had a material or other disqualifying relationship with us. Messrs. Wingo, Spitz and Buinevicius are not independent directors by virtue of their employment with us.

**BOARD LEADERSHIP STRUCTURE**

The Board is currently chaired by our executive chairman, Mr. Wingo. Mr. Kerins has served as our lead independent director since January 2015. As specified in the Corporate Governance Guidelines adopted by the Board, the responsibilities of the lead independent director include:

- With the chair, establishing the agenda for regular Board meetings and serving as chair of Board meetings in the absence of the chair;
- Establishing the agenda for meetings of the independent directors;
- Coordinating with the committee chairs regarding meeting agendas and informational requirements;
- Presiding over meetings of the independent directors;
- Presiding over any portions of meetings of the Board at which the evaluation or compensation of the chief executive officer is presented or discussed;
- Presiding over any portions of meetings of the Board at which the performance of the Board is presented or discussed; and
- Coordinating the activities of the other independent directors and performing such other duties as may be established or delegated by the chair.

The Board appointed Mr. Kerins as the lead independent director to help reinforce the independence of the Board as a whole. The position of lead independent director has been structured to serve as an effective balance to an executive chairman of the Board. In addition to the specific responsibilities of the lead independent director described above, it is the responsibility of the lead independent director to coordinate between the Board and management with regard to the determination and implementation of responses to any problematic risk management issues. As a result, we believe that the lead independent director can help ensure the effective independent functioning of the Board in its oversight responsibilities. In addition, we believe that the lead independent director is better positioned to build a consensus among directors and to serve as a conduit between the other independent directors and the chairman of the Board, for example, by facilitating the inclusion on meeting agendas of matters of concern to the independent directors. In light of the executive chairman's extensive history with and knowledge of our company, and because the Board's lead independent director is empowered to play a significant role in the Board's leadership and reinforce the independence of the Board, we believe that it is advantageous for us to have both an executive chairman and lead independent director to lead the Board.

**ROLE OF THE BOARD IN RISK OVERSIGHT**

One of the Board's key functions is informed oversight of our risk management process. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for our company. Our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process

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by which risk assessment and management is undertaken. The Audit Committee also monitors compliance with legal and regulatory requirements, in addition to oversight of the performance of our internal audit function. Our Nominating and Corporate Governance Committee monitors the effectiveness of our Corporate Governance Guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board as quickly as possible. The Board has delegated to the chairman the responsibility of coordinating between the Board and management with regard to the determination and implementation of responses to any problematic risk management issues.

**MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors met six times during the last fiscal year. Each Board member attended 75% or more of the aggregate number of meetings of the Board and of the committees on which the Board member served that were held during the period of the director's service.

As required under applicable NYSE listing standards, in the year ended December 31, 2015, or fiscal 2015, our independent directors met four times in regularly scheduled executive sessions at which only independent directors were present. Mr. Kerins, our lead independent director, presided over the executive sessions.

**INFORMATION REGARDING COMMITTEES OF THE BOARD OF DIRECTORS**

The Board has three committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The following table provides membership and meeting information for fiscal 2015 for each of the Board committees:

Name	Audit	Compensation	Nominating and Corporate Governance
Timothy J. Buckley		X	
Robert C. Hower	X		X*
Patrick J. Kerins	X	X*	
Timothy V. Williams	X*		X
Total meetings in fiscal 2015	6	4	2

\*Committee chair

Below is a description of each committee of the Board. Each of the committees has authority to engage legal counsel or other experts or consultants as it deems appropriate to carry out its responsibilities. The Board has determined that each member of each committee meets the applicable NYSE rules and regulations regarding "independence" and that each member is free of any relationship that would impair the member's individual exercise of independent judgment with regard to our company.

**Audit Committee**

The Audit Committee of the Board of Directors was established by the Board in accordance with Section 3(a)(58)(A) of the Exchange Act to oversee our corporate accounting and financial reporting processes and audits of our financial statements. During fiscal 2015, the Audit Committee met six times and consisted of three directors, Messrs. Hower, Kerins and Williams. The Board reviews the NYSE listing standards definition of independence for audit committee members on an annual basis and has determined that each of Messrs. Hower, Kerins and Williams satisfies the independence requirements under NYSE listing standards and Rule 10A-3(b)(1) of the Exchange Act.

Mr. Williams is the chairman of the Audit Committee and the Board has determined that Mr. Williams is an "audit committee financial expert" as defined by SEC rules and regulations. The Board made a qualitative assessment of Mr. Williams' level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer for a public reporting company.



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The principal duties and responsibilities of the Audit Committee include:

appointing and retaining an independent registered public accounting firm to serve as independent auditor to audit our consolidated financial statements, overseeing the independent auditor's work and determining the independent auditor's compensation;

approving in advance all audit services and non-audit services to be provided to us by the independent auditor;

establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls, auditing or compliance matters, as well as for the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;

reviewing and discussing with management and the independent auditor the results of the annual audit and the independent auditor's review of our quarterly consolidated financial statements, including a review of our disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; and

conferring with management and the independent auditor about the scope, adequacy and effectiveness of our internal accounting controls, the objectivity of our financial reporting and our accounting policies and practices.

A copy of the charter of the Audit Committee is available to stockholders on our website at [www.channeladvisor.com](http://www.channeladvisor.com).  
Report of the Audit Committee of the Board of Directors\*

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2015 with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board, or the PCAOB. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Timothy V. Williams, Chair

Robert C. Hower

Patrick J. Kerins

The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Compensation Committee

The Compensation Committee is composed of two directors, Messrs. Buckley and Kerins. All members of our Compensation Committee are independent (as independence is currently defined in the NYSE listing standards) and are non-employee members of our Board (as defined in Rule 16b-3 under the Exchange Act). The Compensation Committee met four times during the fiscal year. The Board has adopted a written Compensation Committee charter that is available to stockholders on our website at [www.channeladvisor.com](http://www.channeladvisor.com).

The principal duties and responsibilities of our Compensation Committee include:

establishing and approving, and making recommendations to the Board regarding, performance goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives and setting, or recommending to the full board of directors for approval, the chief executive officer's compensation, including incentive-based and equity-based compensation, based on that evaluation;

setting the compensation of our other executive officers, based in part on recommendations of the chief executive officer;

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- exercising administrative authority under our stock plans and employee benefit plans;
- establishing policies and making recommendations to our Board regarding director compensation;
- reviewing and discussing with management the compensation discussion and analysis that we may be required from time to time to include in our SEC filings; and
- preparing a compensation committee report on executive compensation as may be required from time to time to be included in our annual proxy statements or annual reports on Form 10-K filed with the SEC.

Compensation Committee Processes and Procedures

Typically, the Compensation Committee meets at least once annually and with greater frequency if necessary. The agenda for each meeting is usually developed by the chair of the Compensation Committee, in consultation with the chief executive officer. The Compensation Committee meets in executive session from time to time as necessary. Members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, to provide financial or other background information or advice or to otherwise participate in Compensation Committee meetings. The chief executive officer may not participate in, or be present during, any deliberations or determinations of the Compensation Committee regarding the chief executive officer's compensation or individual performance objectives. The charter of the Compensation Committee grants the Compensation Committee full access to all of our books, records, facilities and personnel, as well as authority to obtain, at our expense, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. In particular, the Compensation Committee has the sole authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms. Under the charter, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel and certain other types of advisers, only after taking into consideration six factors, prescribed by the SEC and NYSE, that bear upon the adviser's independence; however, there is no requirement that any adviser be independent.

In 2015, after taking into consideration the six factors prescribed by the SEC and NYSE, our Compensation Committee retained Compensia, Inc., a national compensation consulting firm, to provide executive compensation advisory services. The Compensation Committee has assessed Compensia's independence and determined that Compensia had no conflicts of interest in connection with its provisions of services to the Committee. Specifically, the Compensation Committee engaged Compensia to suggest a peer company group composed of public companies with revenues, market capitalization and employee populations comparable to us and conduct an executive compensation assessment analyzing the current cash and equity compensation of our executive team against compensation for similarly situated executives at our peer group companies. Our management did not have the ability to direct Compensia's work.

Historically, the Compensation Committee has made most of the significant adjustments to annual compensation and determined bonus and equity awards at one or more meetings held during the first quarter of the year. The Compensation Committee also considers matters related to individual compensation, such as compensation for new executive hires, as well as high-level strategic issues, such as the efficacy of the Company's compensation strategy, potential modifications to that strategy and new trends, plans or approaches to compensation, at various meetings throughout the year. For executives other than the chief executive officer, the Compensation Committee solicits and considers evaluations and recommendations submitted to the Committee by the chief executive officer. The performance evaluation of the chief executive officer is conducted by the Compensation Committee, which determines any adjustments to compensation as well as awards to be granted. For all executives and directors as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, tax and accounting information, tally sheets that set forth the total compensation that may become payable to executives in various hypothetical scenarios, executive and director stock ownership information, Company stock performance data, analyses of historical executive compensation levels and

current Company-wide compensation levels and recommendations of the Compensation Committee's compensation consultant, including analyses of executive and director compensation paid at other companies considered to be comparable to us, as identified by Compensia.



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### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is composed of two directors, Messrs. Hower and Williams. Both members of the Nominating and Corporate Governance Committee are independent (as independence is currently defined in the NYSE listing standards). The Nominating and Corporate Governance Committee met twice during fiscal 2015. The Board has adopted a written Nominating and Corporate Governance Committee charter that is available to stockholders on our website at [www.channeladvisor.com](http://www.channeladvisor.com).

The Nominating and Corporate Governance Committee's responsibilities include:

- assessing the need for new directors and identifying individuals qualified to become directors;
- recommending to the Board the persons to be nominated for election as directors and to each of the Board's committees;
- assessing individual director performance, participation and qualifications;
- developing and recommending to the Board corporate governance principles;
- monitoring the effectiveness of the Board and the quality of the relationship between management and the Board; and
- overseeing an annual evaluation of the Board's performance.

The Nominating and Corporate Governance Committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to our affairs, demonstrated excellence in his or her field, having the ability to exercise sound business judgment, diversity and having the commitment to rigorously represent the long-term interests of our stockholders. The Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. Candidates for director nominees are reviewed in the context of the current composition of the Board, our operating requirements and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee typically considers age, skills and other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for NYSE purposes, which determination is based upon applicable NYSE listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. In 2015, the Nominating and Corporate Governance Committee engaged Heidrick & Struggles, a professional search firm that provides director search services, to assist in the identification and evaluation of potential candidates. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at the following address: Corporate Secretary, ChannelAdvisor Corporation, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560, at least 90 days, but not more than 120 days, prior to the anniversary date of the mailing of our proxy statement for the preceding year's annual meeting of stockholders. Submissions must include the information required

by our Bylaws, including the full name of the proposed nominee, a description of the proposed nominee's business experience for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director and a representation that the nominating stockholder is a beneficial or record holder of our stock and has been a holder

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for at least one year. Any submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

**STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

The Board has adopted a formal process by which stockholders may communicate with the Board or any of its directors. Stockholders who wish to communicate with the Board may do so by sending written communications addressed to the Board or the director in care of ChannelAdvisor Corporation, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560, Attn: Corporate Secretary. Each communication must set forth the name and address of the stockholder on whose behalf the communication is sent and the number and class of shares of our stock that are owned beneficially by the stockholder as of the date of the communication.

These communications will be reviewed by our Corporate Secretary, who will determine whether they should be presented to the Board. The purpose of this screening is to allow the Board to avoid having to consider communications that contain advertisements or solicitations or are unduly hostile, threatening or similarly inappropriate. All communications directed to the Audit Committee in accordance with our Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters that relate to questionable accounting or auditing matters involving the Company will be promptly and directly forwarded to the Audit Committee.

Any interested person may communicate directly with the non-management directors. Persons interested in communicating directly with the non-management directors regarding their concerns or issues may do so by addressing correspondence to a particular director, or to the non-management directors generally, in care of ChannelAdvisor Corporation, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560. If no particular director is named, letters will be forwarded, depending upon the subject matter, to the chair of the Audit, Compensation, or Nominating and Corporate Governance Committee.

**CODE OF ETHICS**

We have adopted a Code of Business Conduct and Ethics, or the Code of Conduct, applicable to all of our employees, executive officers and directors. The Code of Conduct is available on our website at [www.channeladvisor.com](http://www.channeladvisor.com). The Nominating and Corporate Governance Committee of our Board is responsible for overseeing the Code of Conduct and must approve any waivers of the Code of Conduct for executive officers and directors. If we make any substantive amendments to the Code of Conduct or grant any waiver from a provision of the Code of Conduct to any executive officer or director, we will promptly disclose the amendment or waiver on our website.

**CORPORATE GOVERNANCE GUIDELINES**

In 2013, the Board documented our governance practices by adopting Corporate Governance Guidelines to assure that the Board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to board composition and selection, board meetings and involvement of senior management, chief executive officer performance evaluation and succession planning, and board committees and compensation. The Corporate Governance Guidelines were adopted by the Board to, among other things, reflect changes to the NYSE listing standards and SEC rules adopted to implement provisions of the Sarbanes-Oxley Act of 2002. The Corporate Governance Guidelines, as well as the charters for each committee of the Board, may be viewed at [www.channeladvisor.com](http://www.channeladvisor.com).

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## PROPOSAL 2

## RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Audit Committee of the Board has selected Ernst & Young LLP as our independent auditors for fiscal 2016 and has further directed that management submit the selection of independent auditors for ratification by the stockholders at the Annual Meeting. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our Bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as our independent auditors. However, the Audit Committee is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of Ernst & Young LLP. Abstentions will be counted toward the tabulation of votes on proposals presented to the stockholders and will have the same effect as negative votes.

## INDEPENDENT AUDITOR FEES AND SERVICES

The aggregate fees of Ernst & Young LLP billed to us for the fiscal years shown were as follows.

	Fiscal 2015	Fiscal 2014
Audit Fees	\$657,856	\$759,659
Audit-related Fees	\$56,855	—
Tax Fees	\$32,500	\$155,537
All Other Fees	—	—
Total Fees	\$747,211	\$915,196

All fees described above were pre-approved by the Audit Committee.

**Audit Fees.** This category includes fees billed for the fiscal year shown for professional services for the audit of the Company's annual financial statements (including the audit work associated with the acquisition of E-Tale Holdings Limited in 2014) and review of financial statements included in the Company's quarterly reports on Form 10-Q.

**Audit-related Fees.** This category includes fees billed in the fiscal year shown for assurance and related services that are reasonably related to the performance of the audits and reviews of the Company's financial statements and are not reported under the category "Audit Fees."

**Tax Fees.** This category includes fees billed in the fiscal year shown for professional services for tax compliance, tax planning and tax advice. The services comprising the fees disclosed under this category were primarily related to tax advice and ongoing transfer pricing documentation assistance.

## PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by the Company's independent auditors, Ernst & Young LLP. The Audit Committee generally pre-approves specified services in the defined categories of audit services, audit-related services and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual, explicit, case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of the Audit Committee's members, but the decision must be reported to the full Audit Committee at its next scheduled meeting.

## THE BOARD OF DIRECTORS RECOMMENDS

A VOTE "FOR" PROPOSAL 2.

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## EXECUTIVE OFFICERS

The following table sets forth information concerning our executive officers, including their ages as of March 10, 2016:

Name	Age	Position
M. Scot Wingo	47	Executive Chairman
Aris A. Buinevicius	48	Chief Technology Officer and Director
David J. Spitz	43	Chief Executive Officer and Director
Mark E. Cook	56	Chief Financial Officer and Treasurer
Diana S. Allen	47	Vice President, General Counsel and Secretary

## EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS

The following sets forth certain information with respect to our executive officers who are not directors:

Mark E. Cook has served as our chief financial officer since August 31, 2015. From 2007 until joining ChannelAdvisor, he served as Vice President, Finance and Controller of Red Hat, Inc., a public company providing open source software solutions, and served as Vice President and Treasurer from 2004 to 2007. From 1980 through 2004, Mr. Cook held roles as Director of Corporate Finance, Treasurer, Analyst and Programmer with global textile and manufacturing companies including RJR Nabisco, Inc. and Burlington Industries, Inc. Mr. Cook received a B.S. in Finance from Florida State University and a M.B.A. from The University of North Carolina at Greensboro.

Diana S. Allen has served as our vice president, general counsel and secretary since January 2014. From 2005 until joining ChannelAdvisor, she served as associate general counsel, assistant secretary and compliance director for Cree, Inc., a public company providing lighting-class LEDs, LED lighting and semiconductor products for power and radio frequency applications. From 1997 to 2005, she was a corporate attorney with Helms Mulliss & Wicker, PLLC, a Raleigh, North Carolina law firm (formerly part of Smith Helms Mulliss & Moore LLP). Ms. Allen received a B.A. degree from Columbia College, Columbia University and a J.D. from Duke University School of Law.

Table of ContentsSECURITY OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of our common stock as of March 10, 2016 by: 1) each director, 2) each of the executive officers named in the Summary Compensation Table, 3) all executive officers and directors as a group and 4) all those known by us to be beneficial owners of more than five percent of our common stock. Except as set forth below, the principal business address of each such person or entity is c/o ChannelAdvisor Corporation, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560.

Name of Beneficial Owner	Beneficial Ownership (1)	
	Shares	Percentage
Principal Stockholders:		
Shapiro Capital Management LLC (2)	3,607,447	14.2
Arrowpoint Asset Management, LLC (3)	2,985,363	11.8
Janus Capital Management LLC (4)	2,042,311	8.0
Riverbridge Partners LLC (5)	1,578,367	6.2
Federated Investors, Inc. (6)	1,363,648	5.4
Named Executive Officers and Directors:		
Aris A. Buinevicius (7)	1,191,663	4.7
M. Scot Wingo (8)	1,151,475	4.5
David J. Spitz (9)	539,419	2.1
Timothy J. Buckley (10)	29,750	*
Mark E. Cook	24,624	*
Timothy J. Williams (11)	21,625	*
Diana S. Allen (12)	16,887	*
Robert C. Hower	13,520	*
Patrick J. Kerins	9,105	*
Janet R. Cowell	—	—
Marc E. Huffman	—	—
All current directors and executive officers as a group (11 persons) (13)	2,998,068	11.6

\* Represents beneficial ownership of less than 1%.

This table is based upon information supplied by officers, directors and principal stockholders. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the Company (1) believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 25,401,439 shares outstanding on March 10, 2016, adjusted as required by rules promulgated by the SEC.

As reported by Shapiro Capital Management LLC in a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2016, which states that Shapiro Capital Management LLC has sole dispositive power with respect to all of the shares and sole voting power with respect to 3,142,526 of the shares. The securities are owned by one or more advisory clients for which Shapiro Capital Management LLC serves as an investment adviser registered under the Investment Advisers Act of 1940. Samuel R. Shapiro is the chairman, a director and (2) majority shareholder of Shapiro Capital Management LLC, in which capacity he exercises dispositive power over the securities reported by Shapiro Capital Management LLC. Samuel R. Shapiro reported owning none of the shares for his individual account and expressly disclaimed beneficial ownership of these securities. The principal business address of Shapiro Capital Management LLC is 3060 Peachtree Road, Suite 1555 N.W., Atlanta, Georgia 30305.

(3)

As reported by Arrowpoint Asset Management, LLC in a Schedule 13G/A filed with the Securities and Exchange Commission on February 16, 2016, which states that Arrowpoint Asset Management, LLC has sole dispositive power and sole voting power with respect to all of the shares. The securities are owned by one or more advisory clients for which Arrowpoint Asset Management, LLC serves as an investment adviser registered under the Investment Advisers



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Act of 1940. The principal business address of Arrowpoint Asset Management, LLC is 100 Fillmore Street, Suite 325, Denver, Colorado 80206.

As reported by Janus Capital Management LLC in a Schedule 13G/A filed with the Securities and Exchange Commission on February 16, 2016, which states that Janus Capital Management has sole voting and dispositive (4) power with respect to all of the shares. The securities are owned by one or more advisory clients for which Janus Capital Management LLC serves as an investment adviser registered under the Investment Advisers Act of 1940. The principal business address of Janus Capital Management LLC is 151 Detroit Street, Denver, Colorado 80206.

As reported by Riverbridge Partners LLC in a Schedule 13G/A filed with the Securities and Exchange Commission on February 1, 2016, which states that Riverbridge Partners LLC has sole dispositive power with respect to all of the shares and sole voting power with respect to 1,216,917 of the shares. The securities are owned by one or more (5) advisory clients for which Riverbridge Partners LLC serves as an investment adviser registered under the Investment Advisers Act of 1940. The principal business address of Riverbridge Partners LLC is 80 South Eighth Street, Suite 1200, Minneapolis, Minnesota 55402.

As reported by Federated Investors, Inc. in a Schedule 13G/A filed with the Securities and Exchange Commission on February 11, 2016, which states that Federated Investors, Inc. has sole voting and dispositive power with respect to all of the shares. Federated Investors, Inc. (the "Parent") is the parent holding company of Federated Equity Management Company of Pennsylvania and Federated Global Investment Management Corp. (the "Investment Advisers"), which act as investment advisers to registered investment companies and separate accounts (6) that own the reported shares. The Investment Advisers are wholly owned subsidiaries of FII Holdings, Inc., which is a wholly owned subsidiary of the Parent. All of the Parent's outstanding voting stock is held in the Voting Shares Irrevocable Trust (the "Trust") for which John F. Donahue, Rhodora J. Donahue and J. Christopher Donahue act as trustees (collectively, the "Trustees"). The Trustees have collective voting control that they can exercise over the Parent. The Parent, the Trust, and each of the Trustees expressly disclaim beneficial ownership of the reported shares. The principal business address of Federated Investors, Inc. is Federated Investors Tower, Pittsburgh, Pennsylvania 15222-3779.

(7) Shares are held by Mr. Buinevicius and his spouse as tenants in common.

Consists of 1,101,475 shares of common stock held individually and 50,000 shares of common stock held by Get (8) Spiffy, Inc., of which Mr. Wingo is the controlling shareholder. Mr. Wingo disclaims beneficial ownership of the shares held by Get Spiffy, Inc. except to the extent of his pecuniary interest therein.

Consists of 107,976 shares of common stock, 91,536 restricted stock units that will vest within 60 days of March (9) 10, 2016 and 339,907 shares of common stock underlying options that are vested and exercisable within 60 days of March 10, 2016.

(10) Consists of 23,500 shares of common stock and 6,250 shares of common stock underlying options that are vested and exercisable.

(11) Consists of 6,000 shares of common stock and 15,625 shares of common stock underlying options that are are vested and exercisable.

Consists of 6,262 shares of common stock, 6,875 restricted stock units that will vest within 60 days of March 10, (12) 2016 and 3,750 shares of common stock underlying options that are vested and exercisable within 60 days of March 10, 2016.

Consists of 2,534,125 shares of common stock, 98,411 restricted stock units that will vest within 60 days of (13) March 10, 2016 and 365,532 shares of common stock underlying options that are vested and exercisable within 60 days of March 10, 2016.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished us and written representations that no other reports were required, during fiscal 2015 all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with, except that one report, covering one transaction related to withholding of shares to satisfy tax withholding obligations, was filed late by Ms. Allen.

Table of ContentsEXECUTIVE COMPENSATION  
SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation of all persons who served as chief executive officer during 2015 and all other persons who were serving as executive officers as of December 31, 2015. We refer to these officers as our named executive officers.

Name and Principal Position	Year	Salary (\$)	Stock Awards (1) (\$)	Option Awards (1) (\$)	Non-Equity Incentive Plan Compensation (2) (\$)	All Other Compensation (3) (\$)	Total (\$)
(a)	(b)	(c)	(e)	(f)	(g)	(i)	(j)
M. Scot Wingo Executive Chairman and former Chief Executive Officer (4)	2015	\$ 125,000	\$ 150,260	—	—	—	\$ 275,260
	2014	\$ 125,000	—	—	—	—	\$ 125,000
	2013	\$ 125,000	—	—	—	—	\$ 125,000
David J. Spitz Chief Executive Officer (4)	2015	\$ 350,000	\$ 2,505,000	\$ 1,012,006	\$ 463,350	\$ 5,250	\$ 4,335,606
	2014	\$ 315,000	\$ 3,626,016	—	—	\$ 5,281	\$ 3,946,297
	2013	\$ 300,000	—	\$ 225,395	\$ 200,188	\$ 5,685	\$ 731,268
Aris A. Buinevicius Chief Technology Officer (4)	2015	\$ 125,000	—	—	—	\$ 391	\$ 125,391
	2014	\$ 125,000	—	—	—	\$ 391	\$ 125,391
	2013	\$ 125,000	—	—	—	\$ 391	\$ 125,391
Mark E. Cook Chief Financial Officer (5)	2015	\$ 102,840	\$ 1,174,996	\$ 245,063	\$ 77,775	\$ 1,543	\$ 1,602,217
Diana S. Allen General Counsel and Secretary (6)	2015	\$ 240,000	\$ 222,750	\$ 60,452	\$ 150,000	—	\$ 673,202
	2014	\$ 237,385	\$ 876,600	—	\$ 84,000	—	\$ 1,197,985

Amounts listed in columns (e) (for restricted stock units) and (f) (for options) represent the aggregate grant date fair value of equity awards granted during the years shown as measured pursuant to ASC Topic 718 as stock-based compensation in our consolidated financial statements. Unlike the calculations contained in our financial

(1) statements, this calculation does not give effect to any estimate of forfeitures related to service-based vesting but assumes that the executive will perform the requisite service for the award to vest in full. The assumptions we used in valuing equity awards are described in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Amounts shown in this column represent the amounts earned and payable under our cash bonus plan for the indicated year. The cash bonus plan approved by the Compensation Committee for 2015 provided for payment of awards based on two corporate metrics, Total Revenue and Adjusted EBITDA, which accounted for 75% and 25% of each award, respectively. Adjusted EBITDA excluded depreciation, amortization, income tax, interest and stock-based compensation expenses. As our total revenue and adjusted EBITDA exceeded the maximum levels of performance pre-established by the Compensation Committee for 2015, each of Mr. Spitz, Mr. Cook and Ms. Allen earned an amount equal to 150% of each officer's target bonus. Mr. Cook's award was prorated for the length of time he was an executive officer during the year.

(3) Consists of Company contributions to the officer's 401(k) plan.

(4) Mr. Wingo served as our Chief Executive Officer until May 2015. Upon his resignation, Mr. Spitz was appointed as Chief Executive Officer and Mr. Wingo was appointed to the position of Executive Chairman of our Board of

Directors. Each of Messrs. Wingo, Spitz and Buinevicius is also a member of our Board of Directors. Messrs. Spitz and Buinevicius do not receive any additional compensation in their capacity as a director. Mr. Wingo was awarded the restricted stock award reported in the table for 2015 in his capacity as Executive Chairman. The award was made on the same terms as grants to non-employee directors under our director compensation policy. See “Director Compensation” below.

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(5) Mr. Cook became an executive officer as of August 31, 2015.

(6) Ms. Allen became an executive officer as of January 6, 2014.

#### OUTSTANDING EQUITY AWARDS AT THE END OF 2015

The following table provides information about outstanding stock options and restricted stock unit awards held by each of our named executive officers at December 31, 2015. None of our named executive officers held other stock awards at the end of 2015.

Name	Option Awards				Stock Awards		
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (1)	
M. Scot Wingo	—	—	—	—	12,987	\$ 179,870	(7)
Aris A. Buinevicius	—	—	—	—	—	—	
David J. Spitz	4,324	—	\$ 2.24	3/3/2018	87,108	\$ 1,206,446	(8)
	16,533	—	\$ 2.24	3/1/2020	250,000	\$ 3,462,500	(9)
	87,675	—	\$ 2.24	9/30/2020			
	86,843	—	\$ 2.24	8/29/2021			
	29,297	1,953	(2) \$ 8.64	10/18/2022			
	42,970	19,529	(3) \$ 8.80	3/8/2023			
	—	250,000	(4) \$ 10.02	5/4/2025			
Mark E. Cook	—	54,371	(5) \$ 11.38	8/31/2025	37,346	\$ 517,242	(10)
					65,905	\$ 912,784	(11)
Diana S. Allen	—	15,000	(6) \$ 9.90	4/13/2025	11,250	\$ 155,813	(12)
					22,500	\$ 311,625	(13)

(1) Market value of restricted stock units that have not vested is based on \$13.85 per share, the closing price of our common stock on the New York Stock Exchange on December 31, 2015, the last business day of fiscal 2015.

(2) The unvested shares underlying this option vested on January 1, 2016.

(3) The unvested shares underlying this option vest in five remaining equal quarterly installments through January 1, 2017, subject to the officer's continued service through each applicable vesting date.

(4) The unvested shares underlying this option vest in four equal annual installments through May 4, 2019, subject to the officer's continued service through each applicable vesting date.

(5) The unvested shares underlying this option vest in four equal annual installments through August 31, 2019, subject to the officer's continued service through each applicable vesting date.

(6) The unvested shares underlying this option vest in four equal annual installments through April 13, 2019, subject to the officer's continued service through each applicable vesting date.

(7) Vests in full on July 1, 2016.

(8) Vests as to 29,036 shares on each of April 10, 2016, April 10, 2017 and April 10, 2018, subject to the officer's continued service through each applicable vesting date.

(9) Vests as to 62,500 shares on each of May 4, 2016, May 4, 2017, May 4, 2018 and May 4, 2019, subject to the officer's continued service through each applicable vesting date.

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- (10) Vested in full on March 1, 2016, but shares remain subject to forfeiture in the event that the officer voluntarily resigns from his employment before August 31, 2016.
- (11) Vests as to 16,476 shares on each of August 31, 2016, August 31, 2017, August 31, 2018 and August 31, 2019, subject to the officer's continued service through each applicable vesting date.
- (12) Vested as to 1,250 shares on January 6, 2016, and will vest as to 1,250 shares quarterly thereafter, until January 6, 2018, subject to the officer's continued service through each applicable vesting date.
- (13) Vests as to 5,625 shares on each of April 13, 2016, April 13, 2017, April 13, 2018 and April 13, 2019, subject to the officer's continued service through each applicable vesting date.

Share Ownership Guidelines and Policies

In January 2016, our Board adopted share ownership guidelines for our directors and executive officers. We believe these guidelines help align the interests of our executives with those of our stockholders and may act as a risk mitigation device.

The share ownership guidelines are based on a multiple of base salary or annual cash retainer. Under the guidelines, our chief executive officer is required to own shares of our common stock with a value equal to at least three times his annual base salary. Each of our other executive officers is required to own shares of our common stock with a value equal to at least one times such executive officer's annual base salary. Each non-employee director is required to own shares of our common stock with a value equal to at least three times his or her annual cash retainer for Board service, including cash retainers for committee service.

For purposes of these guidelines, "ownership" includes all shares of our common stock that are non-derivative securities reported as beneficially owned on the individual's most recent report filed under Section 16 of the Exchange Act, as well as shares underlying restricted stock unit awards and vested in-the-money stock options, which are valued at their intrinsic in-the-money value. Shares underlying vested in-the-money stock options are counted net of the number of shares needed to pay the aggregate exercise price for such vested shares.

There is no specific time period within which the individual must attain the applicable stock ownership targets under the guidelines. Rather, starting on January 29, 2016, and until an individual comes into compliance with the guidelines, he or she is required to retain 25% percent of the net shares received as result of the exercise of stock options or the vesting of restricted stock units.

In addition to our share ownership guidelines, our executive officers and directors are also subject to our insider trading and window period policy, which prohibits all employees and directors from engaging in short sales, transactions in put or call options, hedging transactions, margin accounts or other inherently speculative transactions with respect to our common stock.

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**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

We believe that reasonable severance benefits for our named executive officers are important because it may be difficult for them to find comparable employment within a short period of time following termination of employment. We also believe that it is important to protect our named executive officers in the event of a change in control transaction involving our company, as a result of which such officers might have their employment terminated. In addition, we believe that the interests of management should be aligned with those of our stockholders as much as possible, and we believe that providing protection upon a change in control is an appropriate counter to any disincentive the officers might otherwise perceive in regard to transactions that may be in the best interests of our stockholders.

As a result of these considerations, we entered into a severance and change in control agreement with each of our named executive officers other than Messrs. Wingo and Buinevicius, our co-founders. Messrs. Wingo and Buinevicius are large stockholders, and our Board believes that no severance or change in control arrangements are necessary in order to align their interests with those of other stockholders.

Under the amended and restated executive severance and change in control letter agreements between us and Mr. Spitz, and the executive severance and change in control letter agreement between us and each of Ms. Allen and Mr. Cook, if the officer is terminated by us other than for cause, or resigns for good reason, in each case as defined in the agreement, the officer will receive a lump-sum severance payment equal to the sum of 1) six months of then-current base salary, plus an additional one month of base salary for each year of service, up to a maximum of 12 months of base salary, and 2) a prorated share of any then-current variable compensation calculated at 100% achievement of objectives for the period from the beginning of the calendar year to the date of termination. In such cases, the officer would also be entitled to have us pay their COBRA medical and dental insurance premiums for up to 12 months or, if earlier, until the officer gains new employment. Additionally, each officer would be entitled to three months of acceleration of vesting for all outstanding and unvested stock options and restricted stock units and the extension of the exercise period for all unexercised stock options until two years after the termination date.

If there is a change in control transaction involving our company, and, within the period beginning two months before and ending one year after the closing of the change in control transaction, we or the acquiring entity terminate the officer's employment other than for cause, or the officer resigns for good reason, the officer would receive each of the payments described above and, in addition, would be entitled to full acceleration of vesting for all outstanding and unvested stock options and restricted stock units.

In the event of a change in control transaction that does not result in the termination of Mr. Spitz's employment within one year thereafter, Mr. Spitz would be entitled to full acceleration of his outstanding and unvested stock options and restricted stock units. In the event of a change in control transaction that does not result in the termination of Ms. Allen's or Mr. Cook's employment within one year thereafter, the officer would be entitled to one year of acceleration of the officer's outstanding and unvested stock options and restricted stock units.

Receipt of the benefits described above upon the officer's termination of employment is contingent upon the officer signing a release of claims against us.

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## DIRECTOR COMPENSATION

## SUMMARY OF CASH AND CERTAIN OTHER COMPENSATION

The following table sets forth information regarding compensation earned for service on our Board during fiscal 2015 by our non-employee directors. Mr. Wingo, our executive chairman, Mr. Spitz, our chief executive officer and Mr. Buinevicius, our chief technology officer, are also directors but do not receive any additional compensation for their services as a director, except that Mr. Wingo receives the same equity grant as the non-employee directors in recognition of his service as Executive Chairman. Messrs. Wingo's, Spitz's and Buinevicius's compensation is set forth above under "Executive Compensation—Summary Compensation Table."

Name	Fees Earned or Paid in	Stock Awards	Total
	Cash (\$)	(1)(\$)	(\$)
Timothy J. Buckley (2)	\$55,000	\$150,260	\$205,260
Robert C. Hower (3)	\$63,000	\$150,260	\$213,260
Patrick J. Kerins (4)	\$67,000	\$150,260	\$217,260
Timothy V. Williams (5)	\$70,000	\$150,260	\$220,260

This column reflects the full grant date fair value for restricted stock unit awards granted during the year as measured pursuant to ASC Topic 718 as stock-based compensation in our consolidated financial statements.

Unlike the calculations contained in our financial statements, this calculation does not give effect to any estimate of (1) forfeitures related to service-based vesting but assumes that the director will perform the requisite service for the award to vest in full. The assumptions we used in valuing the restricted stock unit awards are described in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

(2) As of December 31, 2015, Mr. Buckley had 6,250 options outstanding, all of which were exercisable. In addition, Mr. Buckley held 12,987 restricted stock units that vest on July 1, 2016.

(3) As of December 31, 2015, Mr. Hower held 12,987 restricted stock units that vest on July 1, 2016.

(4) As of December 31, 2015, Mr. Kerins held 12,987 restricted stock units that vest on July 1, 2016.

(5) As of December 31, 2015, Mr. Williams had 15,625 options outstanding, all of which were exercisable. In addition, Mr. Williams held 12,987 restricted stock units that vest on July 1, 2016.

## SUMMARY OF DIRECTOR COMPENSATION PROGRAM

Non-employee directors are compensated for Board of Directors service through a combination of cash retainer and grants of restricted stock units. We also reimburse directors for expenses incurred in serving as a director. Directors who are also employed by us are not separately compensated for their service on the Board of Directors, except that Mr. Wingo receives the same equity grant as the non-employee directors in recognition of his service as Executive Chairman.

Once each fiscal year, we grant each non-employee director a restricted stock unit award having a value equal to \$150,000 based on the closing price per share of our common stock two business days before the grant date, with each award vesting in full on the first anniversary of the grant, subject to continued service.

In fiscal 2015, non-employee directors were eligible for the following annual cash retainers: \$50,000 for service as a member of the Board; \$20,000 for service as Audit Committee Chair; \$10,000 for service as Compensation Committee Chair; \$6,000 for service as Nominating and Corporate Governance Committee Chair; \$7,000 for service as a member of the Audit Committee; and \$5,000 for service as a member of the Compensation Committee. Each Committee Chair receives the retainer for service as Chair in lieu of the retainer for committee membership.





Table of Contents**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table shows information regarding our equity compensation plans as of December 31, 2015.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)(1)	(c)(1)
Equity compensation plans approved by security holders	3,419,995	\$ 3.78	2,325,669
Equity compensation plans not approved by security holders	—	—	—
Total	3,419,995		2,325,669

(1) The calculation of the weighted-average exercise price of the outstanding options and rights includes 1,949,702 shares included in column (a) that are issuable upon the vesting of restricted stock units, which have no exercise price. Excluding the restricted stock units, the weighted-average exercise price of the outstanding options would be \$8.79.

(2) Pursuant to the terms of the Company's 2013 Equity Incentive Plan, an additional 1,261,547 shares were added to the number of available shares effective January 1, 2016.

**TRANSACTIONS WITH RELATED PERSONS****RELATED-PERSON TRANSACTIONS POLICY AND PROCEDURES**

In connection with our initial public offering, or IPO, in May 2013, we adopted a related person transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related person transactions. For purposes of our policy only, a related person transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related person are, were or will be participants in which the amount involved exceeds \$120,000. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. A related person is any executive officer, director or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, our management must present information regarding the related person transaction to our Audit Committee, or, if Audit Committee approval would be inappropriate, to another independent body of our Board of Directors, for review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant stockholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy. In addition, under our Code of Conduct, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. In considering related person transactions, our Audit Committee, or other independent body of our Board of Directors, will take into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director's independence in the event that the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third parties or to or from employees generally.

The policy requires that, in determining whether to approve, ratify or reject a related person transaction, our Audit Committee, or other independent body of our Board of Directors, must consider, in light of known circumstances, whether the

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transaction is in, or is not inconsistent with, our best interests and those of our stockholders, as our Audit Committee, or other independent body of our Board of Directors, determines in the good faith exercise of its discretion.

**CERTAIN RELATED-PERSON TRANSACTIONS**

On March 11, 2016, Marc E. Huffman, president, worldwide sales and distribution of NetSuite Inc., was appointed to our Board of Directors. Prior to Mr. Huffman's appointment, NetSuite and the Company entered into a Subscription Services Agreement in 2013 pursuant to which NetSuite has provided and continues to provide its online business application suite and modules to the Company in the ordinary course of business. Mr. Huffman was not involved in the negotiation or execution of the Subscription Services Agreement, but may be deemed to have an interest in the transaction based on his employment as an executive officer of NetSuite. Since January 1, 2015, the Company has paid approximately \$215,000 to NetSuite under the Subscription Sales Agreement. Mr. Huffman had no financial interest in the transaction. There have been no other transactions since January 1, 2015 to which we have been a participant in which the amount involved exceeded or will exceed \$120,000, and in which any of our directors, executive officers or holders of more than five percent of our capital stock, or any members of their immediate family, had or will have a direct or indirect material interest, other than compensation arrangements that are described under "Executive Compensation" and "Non-Employee Director Compensation." For a description of severance and change in control arrangements that we have entered into with some of our executive officers, see "Executive Compensation—Potential Payments upon Termination or Change in Control."

**Indemnification Agreements**

Our amended and restated certificate of incorporation contains provisions limiting the liability of directors, and our amended and restated certificate of incorporation and our Bylaws provide that we will indemnify each of our directors to the fullest extent permitted under Delaware law. Our Bylaws also provide our Board of Directors with discretion to indemnify our officers and employees when determined appropriate by the Board. In addition, our Bylaws provide that, upon satisfaction of specified conditions, we are required to advance expenses incurred by a director in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under the provisions of Delaware law. We have entered and expect to continue to enter into agreements to indemnify our non-employee directors as determined by the Board of Directors. With specified exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding. We believe that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors. We also maintain customary directors' and officers' liability insurance.

**HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (for example, brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies. This year, a number of brokers with account holders who are our stockholders will be "householding" our proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, please notify your broker or us. Direct your written request to ChannelAdvisor Corporation, Attn: Corporate Secretary, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560. Stockholders who currently receive multiple copies of the Notices of Internet Availability of Proxy Materials at their addresses and would like to request "householding" of their communications should contact their brokers.



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**OTHER MATTERS**

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

Dated: March 21, 2016

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 is available without charge upon written request to: Corporate Secretary, ChannelAdvisor Corporation, 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560.

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CHANNELADVISOR CORPORATION  
C/O PROXY SERVICES P.O. BOX 9142  
FARMINGDALE, NY 11735

VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS

If you would like to reduce the cost incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to CHANNELADVISOR CORPORATION, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E00075-P74358

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CHANNELADVISOR CORPORATION

The Board of Directors recommends that you vote FOR Items 1 and 2:

Vote on Directors

For            WithholdFor All

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1. ELECTION OF DIRECTORS Nominees:	All <input type="radio"/>	All <input type="radio"/>	Except <input type="radio"/>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
---------------------------------------	------------------------------	------------------------------	---------------------------------	---

- 01) Aris A. Buinevicius
- 02) David J. Spitz
- 03) Timothy V. Williams

Vote on Proposal	For	Against	Abstain
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2. RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.  For  Against  Abstain

The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned Stockholder(s). If no direction is made, this proxy will be voted FOR items 1 and 2. If any other matters properly come before the meeting or any adjournments thereof, the person(s) named in this proxy will vote in their discretion, all as more specifically set forth in the Notice of Annual Meeting and Proxy Statement dated March 21, 2016, receipt of which is hereby acknowledged.

For address changes, please check this box and write the changes on the back where indicated.

Please indicate if you plan to attend this meeting.  Yes  No

Please sign your name(s) exactly as it appear(s) on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If a signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date
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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

E00076-P74358

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
ANNUAL MEETING OF STOCKHOLDERS  
MAY 6, 2016

The undersigned stockholder(s) hereby appoint(s) M. Scot Wingo and Diana Semel Allen, and each of them individually, as proxies and attorneys-in-fact of the undersigned, with full power of substitution, to represent the undersigned and to vote, in accordance with the directions in this proxy, all of the shares of stock of ChannelAdvisor Corporation that the undersigned is entitled to vote at the 2016 Annual Meeting of Stockholders of ChannelAdvisor Corporation to be held at the offices of the corporation at 3025 Carrington Mill Blvd., Suite 500, Morrisville, North Carolina 27560, on Friday, May 6, 2016 at 10:00 a.m. local time, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND FOR THE PROPOSAL.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

Address Changes:

(If you noted any Address Changes above, please mark corresponding box on reverse side.)  
CONTINUED AND TO BE SIGNED ON REVERSE SIDE