

KOLLURI KRISHNA KITTU
Form 3/A
May 29, 2013

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â New Enterprise Associates 12, Limited Partnership | | | (Month/Day/Year) | CHANNELADVISOR CORP [ECOM] | |
| (Last) | (First) | (Middle) | 05/22/2013 | | |
| 1954 GREENSPRING DRIVE,Â SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 05/22/2013 |
| TIMONIUM,Â MDÂ 21093 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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

Reporting Owners

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

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

Â Â X Â Â

Signatures

/s/ Louis Citron,
attorney-in-fact

05/29/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

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

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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