

KOLLURI KRISHNA KITTU

Form 3/A

May 29, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â New Enterprise Associates 12,
Limited Partnership

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE,Â SUITE 600

(Street)

TIMONIUM,Â MDÂ 21093

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
05/22/20133. Issuer Name **and** Ticker or Trading Symbol
CHANNELADVISOR CORP [ECOM]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)
05/22/20136. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

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

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

Reporting Owners

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

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

Â Â X Â Â

Signatures

/s/ Louis Citron,
attorney-in-fact

05/29/2013

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

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

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

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

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

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

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

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