

DUSKIN JONATHAN
Form 4
July 24, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DUSKIN JONATHAN

2. Issuer Name and Ticker or Trading Symbol
CHRISTOPHER & BANKS CORP
[CBK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O MACELLUM CAPITAL
MANAGEMENT, LLC, 99
HUDSON STREET, 5TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
NEW YORK, NY 10013

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | | 130,303 ⁽¹⁾ | D |
| Common Stock | 07/20/2018 | | P | 7,000 | \$ 1.034 ₍₂₎ | 4,635,883 | I |
| Common Stock | | | | | | 68,313 | I |
| | | | | | | | See Footnotes <u>(3)</u> <u>(4)</u> |
| | | | | | | | See Footnotes <u>(5)</u> <u>(6)</u> |

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUSKIN JONATHAN C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013 | X | X | | |
| Macellum Retail Opportunity Fund, LP C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013 | | X | | |
| Macellum Capital Management, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013 | | X | | |
| Macellum Advisors GP, LLC C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013 | | X | | |
| Macellum Management, LP C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013 | | X | | |
| | | X | | |

MCM Managers, LLC
 C/O MACELLUM CAPITAL MANAGEMENT, LLC
 99 HUDSON STREET, 5TH FLOOR
 NEW YORK, NY 10013

MCM Management, LLC
 C/O MACELLUM CAPITAL MANAGEMENT, LLC
 99 HUDSON STREET, 5TH FLOOR
 NEW YORK, NY 10013

X

Signatures

| | |
|--|------------|
| /s/ Jonathan Duskin | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MACELLUM RETAIL OPPORTUNITY FUND, LP, By: Macellum Advisors GP, LLC, its general partner, /s/ Jonathan Duskin, Sole Member | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MACELLUM CAPITAL MANAGEMENT, LLC, By: MCM Managers, LLC, its managing member, By: MCM Management, LLC, its managing member, /s/ Jonathan Duskin, Managing Member | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MACELLUM ADVISORS GP, LLC, /s/ Jonathan Duskin, Sole Member | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MACELLUM MANAGEMENT, LP, By Macellum Advisors GP, LLC, its general partner, /s/ Jonathan Duskin, Sole Member | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MCM MANAGERS, LLC, By: MCM Management, LLC, its managing member, /s/ Jonathan Duskin, Managing Member | 07/24/2018 |
| __Signature of Reporting Person | Date |
| MCM MANAGEMENT, LLC, /s/ Jonathan Duskin, Managing Member | 07/24/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) This number includes restricted stock awards.
 The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.01 to \$1.04, inclusive. The reporting persons will provide to Christopher & Banks Corporation (the "Issuer"), any security holder of
 - (2) the Issuer or the Securities and Exchange Commission ("SEC") staff, upon request, full information regarding the number of shares purchased at each price within the range.
 - (3) Represents shares of common stock of the Issuer directly held by Macellum Retail Opportunity Fund, LP ("Opportunity Fund"). Macellum Management, LP ("Macellum Management") may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Opportunity Fund as the investment manager for Opportunity Fund. Macellum Advisors GP, LLC ("Macellum GP") may be deemed to have voting and investment power over such shares as the general partner of Opportunity Fund and of Macellum Management. Jonathan Duskin is the sole member of Macellum GP and may be deemed to have voting and investment

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power over the shares of common stock of the Issuer directly held by Opportunity Fund by virtue of his relationship with Macellum GP.

- (Continued from Footnote 3) Macellum GP and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Opportunity Fund due to Macellum GP's right to receive a performance-based allocation. Each of Macellum Management, Macellum GP and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Opportunity Fund, except to the extent of their pecuniary interests therein. This report shall not be deemed an admission that any of Macellum Management, Macellum GP or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- Represents shares of common stock of the Issuer directly held by Macellum Capital Management, LLC ("Macellum Capital Management"). MCM Managers, LLC ("MCM Managers") may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Macellum Capital Management as the managing member of Macellum Capital Management.
- (5) MCM Management, LLC ("MCM Management") may be deemed to have voting and investment power over such shares as the managing member of MCM Managers. Mr. Duskin may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Macellum Capital Management as the managing member of MCM Management. MCM Managers, MCM Management and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Macellum Capital Management due to MCM Managers' right to receive a performance-based allocation.

- (Continued from Footnote 5) Each of MCM Managers, MCM Management and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Macellum Capital Management except to the extent of their pecuniary interests therein.
- (6) This report shall not be deemed an admission that any of MCM Managers, MCM Management or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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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