

CHANNELADVISOR CORP  
Form 8-K  
May 11, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 8, 2015

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CHANNELADVISOR CORPORATION  
(Exact name of registrant as specified in its charter)

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|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-35940<br>(Commission File Number) | 56-2257867<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

2701 Aerial Center Parkway  
Morrisville, NC 27560  
(Address of principal executive offices, including zip code)

(919) 228-4700  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 8, 2015. The stockholders considered two proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 23, 2015.

Proposal No. 1: Election of two nominees to serve as directors. The votes were cast as follows:

| Name               | Votes For  | Votes Withheld |
|--------------------|------------|----------------|
| Timothy J. Buckley | 19,516,362 | 896,476        |
| Patrick J. Kerins  | 19,518,377 | 894,461        |

Broker Non-Votes: 2,251,292.

Both nominees were elected.

Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2015. The votes were cast as follows:

|  | Votes For  | Votes Against | Abstained |
|--|------------|---------------|-----------|
| Ratification of appointment of Ernst & Young | 22,625,755 | 8,291         | 30,084    |

Proposal No. 2 was approved.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHANNELADVISOR CORPORATION

By: /s/ Diana S. Allen  
Diana S. Allen  
Vice President, General Counsel and Secretary

Date: May 8, 2015