

CHANNELADVISOR CORP
Form SC 13G/A
February 10, 2015

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CHANNELADVISOR CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

159179100
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 159179100

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1. Name of Reporting Persons

Advanced Technology Ventures VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially
Owned by
Each

7. Sole Dispositive Power

0

Reporting
Person With:

8. Shared Dispositive Power

0

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons

Advanced Technology Ventures VII (B), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially

0

Owned by
Each

7. Sole Dispositive Power

Reporting

0

Person With:

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 159179100

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Pages

1. Name of Reporting Persons

Advanced Technology Ventures VII(C), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially

0

Owned by
Each

7. Sole Dispositive Power

Reporting

0

Person With:

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons
ATV Entrepreneurs VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of Shares
Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power

0

7. Sole Dispositive Power

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons
ATV Associates VII, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially
Owned by
Each

7. Sole Dispositive Power

0

Reporting
Person With:

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

OO

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Introductory Note: This Statement on Schedule 13G/A is filed on behalf of Advanced Technology Ventures VII, L.P., a limited partnership organized under the laws of the State of Delaware (“ATV VII”), Advanced Technology Ventures VII (B), L.P., a limited partnership organized under the laws of the State of Delaware (“ATV VII-B”), Advanced Technology Ventures VII(C), L.P., a limited partnership organized under the laws of the State of Delaware (“ATV VII-C”), ATV Entrepreneurs VII, L.P., a limited partnership organized under the laws of the State of Delaware (“ATVE VII”) and ATV Associates VII, L.L.C., a limited liability company organized under the laws of the State of Delaware (“ATVA VII” and collectively with ATV VII, ATV VII-B, ATV VII-C and ATVE VII, the “ATV Entities”) in respect of shares of common stock of ChannelAdvisor Corporation. The ATV Entities expressly disclaim status as a “group” for purposes of this Schedule 13G/A.

Item 1.

- (a) Name of Issuer

ChannelAdvisor Corporation

- (b) Address of Issuer’s Principal Executive Offices

2701 Aerial Center Parkway
Morrisville, NC 27560

Item 2.

- (a)