



Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 6, 2016. 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 21, 2016.

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

Name	Votes For	Votes Withheld
Aris A. Buinevicius	19,427,103	1,904,169
David J. Spitz	19,683,155	1,648,117
Timothy V. Williams	18,421,917	2,909,355

Broker Non-Votes: 2,097,705.

All nominees were elected.

Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2016. The votes were cast as follows:

	Votes For	Votes Against	Abstained
Ratification of appointment of Ernst & Young	23,297,456	9,128	122,393

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

Date: May 6, 2016      Diana S. Allen  
Vice President, General Counsel and Secretary