

CHRISTOPHER & BANKS CORP
Form 15-12B
May 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number **001-31390**

CHRISTOPHER & BANKS CORPORATION

(Exact name of registrant as specified in its charter)

2400 Xenium Lane North, Plymouth, MN 55441; (763) 551-5000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Stock Purchase Rights (1)

(Title of each class of securities covered by this Form)

Common Stock, par value \$0.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Christopher & Banks Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **May 21, 2013**

By: /s/ Luke R. Komarek

Name: Luke R. Komarek

Title: Senior Vice President, General
Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

(1) The Preferred Stock Purchase Rights (the Rights) expired on May 9, 2013 pursuant to the terms of the Rights Agreement, dated as of July 5, 2012, as amended, by and between Christopher & Banks Corporation and Broadridge Corporate Issuer Solutions, Inc. Christopher & Banks Corporation initially filed a Form 8-A to register the Rights on July 6, 2012, which was amended on May 9, 2013.