

CHANNELADVISOR CORP  
Form 8-K  
May 01, 2019

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 1, 2019

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

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

3025 Carrington Mill Blvd.  
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 1, 2019. The stockholders considered four 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 18, 2019.

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

| Name                | Votes For  | Votes Withheld |
|---------------------|------------|----------------|
| David J. Spitz      | 21,556,958 | 227,437        |
| Timothy V. Williams | 21,495,417 | 288,978        |
| Broker Non-Votes:   | 4,994,220  |                |

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, 2019. The votes were cast as follows:

|                                              | Votes For  | Votes Against | Abstained |
|----------------------------------------------|------------|---------------|-----------|
| Ratification of appointment of Ernst & Young | 26,645,358 | 39,219        | 94,038    |

Proposal No. 2 was approved.

Proposal No. 3: Advisory (nonbinding) vote to approve compensation of the Company's named executive officers. The votes were cast as follows:

|                                                  | Votes For  | Votes Against | Abstained |
|--------------------------------------------------|------------|---------------|-----------|
| Approval of Named Executive Officer Compensation | 20,337,534 | 846,785       | 600,076   |
| Broker Non-Votes:                                | 4,994,220  |               |           |

Proposal No. 3 was approved.

Proposal No. 4: Advisory (nonbinding) vote on the frequency of future advisory votes on compensation of the Company's named executive officers. The votes were cast as follows:

|                                                                                       | 1 Years    | 2<br>Years | 3 Years | Abstained |
|---------------------------------------------------------------------------------------|------------|------------|---------|-----------|
| Approval of Frequency of Vote on Compensation of Named Executive Officer Compensation | 21,401,777 | 5,507      | 284,261 | 92,850    |
| Broker Non-Votes:                                                                     | 4,994,220  |            |         |           |

Proposal No. 4 resulted in favor of holding an advisory vote on compensation of named executives once every year.

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 1, 2019

Diana S. Allen

Vice President, General Counsel and Secretary