

## **CHRISTOPHER & BANKS CORP**

# Reported by MICHIELUTTI PETER G

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 03/16/17 for the Period Ending 03/14/17

Address 2400 XENIUM LANE NORTH

PLYMOUTH, MN 55441-3626

Telephone 7635515000

CIK 0000883943

Symbol CBK

SIC Code 5621 - Women's Clothing Stores

Industry Apparel & Accessories Retailers

Sector Consumer Cyclicals

Fiscal Year 01/28



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person *					2.	· ·									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MICHIELU	TTI PET	TER G				HR BK	ISTOI ]	PHER	& BA	ANI	KS (	COl	RP [		Director		10	% Owner	
(Last) (First) (Middle)					3.	3. Date of Earliest Transaction (MM/DD/YYYY)								X _ Officer (give title below) Other (specify below) EVP, COO and CFO					
2400 XENIU	M LAN	E NOR	ГН					3/	14/20	17									
	(Stre	eet)			4.	If A	mendme	nt, Date	Origir	nal F	iled (	MM/I	DD/YY	YY)	6. Individual o	or Joint/G	roup Filing	Check Appl	icable Line)
PLYMOUT	H, MN 55		Zip)												X Form filed by	y One Report More than C	rting Person One Reporting P	erson	
(c	ity) (St	nc) (2		I - No	on-Dei	riva	tive Secu	ırities A	cquir	ed, I	Dispo	sed	of, or	· Ber	neficially Owne	ed			
1.Title of Security (Instr. 3)			ns. Date	Exe	Deemed ecution e, if any	3. Trans. ((Instr. 8)	Code	or D	4. Securities Accor Disposed of (Instr. 3, 4 and 5		D) Follo		Amount of Securities Beneficially Owned bllowing Reported Transaction(s) nstr. 3 and 4)		Form:	7. Nature of Indirect Beneficial Ownership			
								Code	V	Am	ount	(A) (D)		rice				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock				3/14/	/2017			A		3939	9 <u>(1)</u>	A	\$	0	95	493 (2)		D	
	Tab	le II - De	rivative	Secu	rities ]	Ben	eficially	Owned	( e.g.	, put	ts, ca	lls, v	varra	nts,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deen Execution Date, if a	n (I	(Instr. 8)			Securities Expira (A) or of (D)					7. Title and A Securities Un Derivative So (Instr. 3 and		nderlying Derivativ ecurity Security		derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Code	v	(A)	(D)	Date Exerci	sable	Expira Date	ation	Title		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$1.86								4/19/2		4/23/2	2022	Com Stoo		30000.0		30000	D	
Employee Stock Option (Right to Buy)	\$6.25								3/15/2 (4		3/15/2	2023	Com Stoo		13755.0		13755	D	
Employee Stock Option (Right to Buy)	\$2.12								9/1/20 (5		9/1/20	026	Com Stoo		129028.0		129028	D	

#### **Explanation of Responses:**

- Reflects shares received as a result of the vesting of performance-based restricted stock units meeting certain performance criteria.
- This number includes restricted stock awards.
- ( On April 23, 2012, the reporting person was granted an option to purchase 30,000 shares of the Company's Common Stock that becomes fully exercisable on
- 3) April 19, 2013. The option is subject to accelerated vesting in the event the reporting person is terminated by the Company, other than for cause, and accelerated vesting on a pro rata basis in the event of his death or disability.
- ( On March 15, 2013, the reporting person was granted an option to purchase 13,755 shares of the Company's Common Stock. The option vests in three annual
- 4) installments of 4,585 shares on each of March 15, 2014, March 15, 2015 and March 15, 2016.
- ( On September 1, 2016, the reporting person was granted an option to purchase 129,028 shares of the Company's Common Stock. The option vests in three
- 5) annual installments of 43,010 shares on September 1, 2017, 43,009 shares on September 1, 2018 and 43,009 shares on September 1, 2019.

#### **Reporting Owners**

_ * 8								
Panorting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MICHIELUTTI PETER G								
2400 XENIUM LANE NORTH			EVP, COO and CFO					
PLYMOUTH, MN 55441								

#### **Signatures**

/s/Brook T. Nuernberg, Attorney-in-Fact 3/16/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### **CHRISTOPHER & BANKS CORPORATION**

### LIMITED POWER OF ATTORNEY

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints GabriellaGelardi, Luke Komarek, Therese Miller, Brook Nuernberg, and Barbara Spilane, or any one of them, as the undersigned's true and lawful attorneys-in-fact to:

- 1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Christopher & Banks Corporation (the "Company"), Forms 3, 4 and 5 (including, as applicable, any amendments thereto) with respect to securities of the Company, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, and a Form ID, Uniform Application for Access Codes to File on Edgar;
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete, execute, deliver and timely file any such Forms 3, 4 or 5 or Form ID (including, as applicable, any amendments to any of such Forms) with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- 3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party including, but not limited to, brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the undersigned and approves and ratifies any such release of information to the undersigned; and
- 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming (i) any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, or liability related thereto, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to any of the attorneys-in-fact.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in paragraph no. 1 hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of October, 2016.

/s/ Peter G. Michielutti Peter G. Michielutti