

CHRISTOPHER & BANKS CORP

Reported by
DUSKIN JONATHAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/16/17 for the Period Ending 06/14/17

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 Cyclical
Fiscal Year	01/28

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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

1. Name and Address of Reporting Person -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
DUSKIN JONATHAN		CHRISTOPHER & BANKS CORP [CBK]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O MACELLUM CAPITAL MANAGEMENT, LLC, 99 HUDSON STREET, 5TH FLOOR		6/14/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10013				<input type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/14/2017		A	(1)	50000	A	\$0	80303 (2)	D	
Common Stock								4422457	I	See Footnotes (3)(4)
Common Stock								68313	I	See Footnotes (5)(6)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- The reporting person was awarded 50,000 shares of Common Stock pursuant to a Restricted Stock Agreement. Subject to the forfeiture provisions set forth in the Agreement, the shares awarded vest in full on the earlier of (i) June 14, 2018 or (ii) the date of the Company's 2018 Annual Meeting of Stockholders.
- This number includes restricted stock awards.
- Represents shares of common stock of Christopher & Banks Corporation (the "Issuer") directly held by Macellum Retail Opportunity Fund, LP ("Opportunity Fund"). Macellum Management, LP ("Macellum Management") may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Opportunity Fund as the investment manager for Opportunity Fund. Macellum Advisors GP, LLC ("Macellum GP") may be deemed to have voting and investment power over such shares as the general partner of Opportunity Fund and of Macellum Management. Jonathan Duskin is the sole member of Macellum GP and may be deemed to have voting and investment power over the shares of common stock of the Issuer directly held by Opportunity Fund by virtue of his relationship with Macellum GP.
- (Continued from Footnote 3) Macellum GP and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Opportunity Fund due to Macellum GP's right to receive a performance-based allocation. Each of Macellum Management, Macellum GP and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Opportunity Fund, except to the extent of their pecuniary interests therein. This report shall not be deemed an admission that any of Macellum Management, Macellum GP or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- Represents shares of common stock of the Issuer directly held by Macellum Capital Management, LLC ("Macellum Capital Management"). MCM Managers, LLC ("MCM Managers") may be deemed to have voting and investment power of the shares of common stock of the issuer directly held by Macellum Capital Management as the managing member of Macellum Capital Management. MCM Management, LLC ("MCM Management") may be deemed to have voting and investment power over such shares as the managing member of MCM Managers. Mr. Duskin may be deemed to have voting and investment

power over the shares of common stock of the Issuer directly held by Macellum Capital Management as the managing member of MCM Management. MCM Managers, MCM Management and Mr. Duskin may be deemed to have a pecuniary interest in the shares of common stock of the Issuer directly held by Macellum Capital Management due to MCM Managers' right to receive a performance-based allocation.

- (6) (Continued from Footnote 5) Each of MCM Managers, MCM Management and Mr. Duskin disclaims beneficial ownership of the shares of common stock of the Issuer directly held by Macellum Capital Management except to the extent of their pecuniary interests therein. This report shall not be deemed an admission that any of MCM Managers, MCM Management or Mr. Duskin is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUSKIN JONATHAN C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013	X	X		
Macellum Capital Management, LLC C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013				Related legal entity
Macellum Retail Opportunity Fund, LP C/O MACELLUM CAPITAL MANAGEMENT, LLC 99 HUDSON STREET, 5TH FLOOR NEW YORK, NY 10013		X		

Signatures

/s/ Brook T. Nuernberg, Attorney-in-Fact for Jonathan Duskin

6/16/2017

**Signature of Reporting Person

Date

/s/ Brook T. Nuernberg, Attorney-in-Fact for Macellum entities

6/16/2017

**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
FOR
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby constitutes and appoints Gabriella Gelardi, 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 17th day of November, 2016.

/s/ Jonathan Duskin
Jonathan Duskin