

CHRISTOPHER & BANKS CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/04/17

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

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Christopher & Banks Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 14, 2017.**

CHRISTOPHER & BANKS CORPORATION

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 19, 2017
Date: June 14, 2017 **Time:** 9:00 AM CDT
Location: Dorsey & Whitney LLP
50 South 6th Street
Suite 1500
Minneapolis, MN 55402

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

CHRISTOPHER & BANKS CORPORATION
100 WASHINGTON AVENUE, SUITE 1500
MINNEAPOLIS, MN 55402
TEL: 612.339.1349
WWW.CBANDW.COM

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 31, 2017 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. If you are a registered stockholder you may vote at the meeting however, you will need to request a ballot to do so.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following Nominees:

- 1. To elect six directors to be elected by our Board of Directors to each serve a one-year term.

Nominees:

- 1a. Sarah Ann Davis
- 1b. Seth B. Johnson
- 1c. Kent A. Kleschger
- 1d. William E. Sheets, II
- 1e. Neil N. Waller
- 1f. Laura A. Weir

The Board of Directors recommends you vote FOR the following proposal:

- 2. Advisory approval of the compensation of our named executive officers.

The Board of Directors recommends you vote for 1 YEAR on the following proposal:

- 3. Advisory vote on the frequency of the advisory vote to approve our executive compensation.

The Board of Directors recommends you vote FOR the following proposal:

- 4. Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending February 9, 2018.

NOTE: In their discretion, the proxies are authorized to vote upon such other business that may properly come before the Annual Meeting or any adjournment of the Annual Meeting.

CHRISTOPHER & BANKS CORPORATION
C/O BROADBRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1 800 690 6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Hempstead, NY 11547.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

199471 890499

EXP. THIS PORTION OF PROXY CARD IS VALID ONLY IF YOU SIGN AND RETURN THIS PORTION OF V

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CHRISTOPHER & BANKS CORPORATION

The Board of Directors recommends you vote FOR the following Nominees:

1. To elect 10 directors as nominated by our Board of Directors each to serve one year term.

Nominees:

- 1a. Jonathan Duda
- 1b. William E. Korman
- 1c. Kent A. Kleberger
- 1d. William K. Kravitz, II
- 1e. Joel N. Walker
- 1f. Laure A. We

For Against Abstain

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The Board of Directors recommends you vote FOR 1 YEAR on the following proposal:

3. Advisory vote on the frequency of the advisory vote to charter our own two companies.

1 Year 2 Years 3 Years Abstain

-

The Board of Directors recommends you vote FOR the following proposal:

4. Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending February 2, 2010.

For Against Abstain

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NOTE: In their discretion, the proxies are authorized to vote upon such other business that may properly come before the Annual Meeting or any adjournment of the Annual Meeting.

The Board of Directors recommends you vote FOR the following proposal:

2. Advisory approval of the compensation of our named executive officers.

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For address change requests, mark here, (see reverse for instructions)

-

Please sign exactly as your name(s) appeared herein. When signing as attorney, executor, power of attorney or other fiduciary, please give full title as such. Joint owners should each sign personally. If held in trust, sign as trustee. If corporation or other entity, please date in full corporate or partnership name by an authorized officer.

Signature (PLEASE SIGN WITH INK) Date

Signature (PLEASE SIGN WITH INK) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

EJ8473 9/04/03

CHRISTOPHER & BANKS CORPORATION
Annual Meeting of Stockholders
June 14, 2017 9:00 AM CDT
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Joel N. Waller, Pete G. Michielutti and Luke R. Kornarek, or any of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this proxy card, all of the shares of Common Stock of CHRISTOPHER & BANKS CORPORATION that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 AM CDT on June 14, 2017 and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted FOR the election of all director nominees, FOR proposals 2 and 4, and 1 YEAR for proposal 3.

Address Changes/Comments: _____

(If you need to my Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side