

**COMMERCEHUB, INC.**  
Reported by  
**JONES RICHARD WARREN**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 08/01/16 for the Period Ending 07/22/16

Address 255 FULLER ROAD, SUITE 327  
ALBANY, NY 12203  
Telephone 518-810-0700  
CIK 0001665658  
Symbol CHUBA  
SIC Code 7372 - Prepackaged Software  
Fiscal Year 12/31

## INITIAL STATEMENT OF 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 * <b>Jones Richard Warren</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>7/22/2016</b>	3. Issuer Name and Ticker or Trading Symbol <b>CommerceHub, Inc. [CHUBA]</b>
(Last) (First) (Middle) <b>COMMERCEHUB, INC., 201 FULLER ROAD, 6TH FLOOR</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CTO/EVP-Operations /</b>	
(Street) <b>ALBANY, NY 12203</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (right to buy) - CHUBK (1)</b>	<b>5/10/2017</b>	<b>5/10/2023</b>	<b>Series C common stock</b>	<b>54542.0000 (1)</b>	<b>\$6.2500 (1)</b>	<b>D</b>	
<b>Stock Option (right to buy) - CHUBK (1)</b>	<b>(2)</b>	<b>7/20/2026</b>	<b>Series C common stock</b>	<b>655444.0000 (1)</b>	<b>\$16.3400 (1)</b>	<b>D</b>	

#### Explanation of Responses:

(1) In connection with the completion of the spin-off and an internal restructuring (each as defined in the Remarks section), the awards of stock appreciation rights ("SAR") held by the reporting person relating to common stock of CTI (as defined in the Remarks section) were converted into stock option awards relating to shares of the Issuer's Series C common stock pursuant to the anti-dilution provisions of the incentive plan under which the awards were granted. The respective exercise prices and number of shares subject to such new option awards are based on the respective exercise price and number of shares subject to the original SARs and the exchange ratio used in the internal restructuring to determine the number of shares of the Issuer's Series C common stock to be held by the former minority stockholders of CTI.

(2) Vests 22.22 percent on each of July 20, 2017, July 20, 2018, July 20, 2019, and 33.34 percent on January 20, 2021.

#### Remarks:

On July 22, 2016, Liberty Interactive Corporation ("Liberty") completed the spin-off (the "spin-off") of the Issuer (its former wholly-owned subsidiary), which was effected by the distribution to each holder of Liberty's Liberty Ventures common stock of 0.1 of a share of the corresponding series of the Issuer's common stock and 0.2 of a share of the Issuer's Series C common stock. Immediately following the spin-off and an internal restructuring, the Issuer's business, assets and liabilities consist of its wholly-owned subsidiary Commerce Technologies, LLC (formerly Commerce Technologies, Inc. (d/b/a CommerceHub), a New York

corporation) ("CTI"). Prior to the spin-off, Liberty effected an internal restructuring resulting in CTI becoming a wholly-owned subsidiary of the Issuer (the "internal restructuring") and shares of CTI's common stock held by its minority stockholders being exchanged for shares of the Issuer's Series C common stock based on an exchange ratio used for the internal restructuring. Exhibit List: Exhibit 24 - Power of Attorney.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Jones Richard Warren COMMERCEHUB, INC. 201 FULLER ROAD, 6TH FLOOR ALBANY, NY 12203</b>			<b>CTO/EVP-Operations</b>	

**Signatures**

**Douglas Wolfson as Power-of-Attorney for Richard Warren Jones**

**8/1/2016**

\*\*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 5(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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Douglas Wolfson, Linda Boyle, and Ruth M. Huff, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CommerceHub, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
3. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; 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 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 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, any of the undersigned's responsibilities to comply with Section 16 of the Securities Act of 1934, and the undersigned agrees to indemnify and hold harmless each of the attorneys-in-fact from any liability or expense based on or arising from any action taken pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of July, 2016.

*/s/ Richard Warren Jones*

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