

CHRISTOPHER & BANKS CORP

Form 10-K/A

March 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the period from to

Commission File No. 001-31390

CHRISTOPHER & BANKS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

06 - 1195422  
(I.R.S. Employer  
Identification No.)

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2400 Xenium Lane North, Plymouth, Minnesota 55441  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (763) 551-5000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

The aggregate market value of the Common Stock, par value \$0.01 per share, held by non-affiliates of the registrant as of July 31, 2015, was approximately \$117.3 million based on the closing price of such stock as quoted on the New York Stock Exchange (\$3.23) on such date.

The number of shares outstanding of the registrant’s Common Stock, par value \$0.01 per share, was 37.1 million as of March 11, 2016 (excluding treasury shares of 9.8 million).

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s Proxy Statement for the Annual Meeting of Stockholders to be held (the “Proxy Statement”) are incorporated by reference into Part III.

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Form 10-K/A”) to our Annual Report on Form 10-K for the fiscal year ended January 30, 2016, initially filed with the Securities and Exchange Commission on March 18, 2016 (the “Original Filing”), is being filed to replace the following exhibit from the Original Filing:

### 24.1 Powers of Attorney

The attached Exhibit 24.1 was signed prior to the date of the Original filing. Except for the foregoing amended information and the exhibits listed below, this Form 10-K/A does not amend or update any other information contained in the Original Filing.

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following exhibits are filed as part of this Report:

(3) Exhibits:

- 24.1 Powers of Attorney
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2

- Certification of  
Chief Financial  
Officer pursuant  
to  
Rule 13a-14(a),  
as adopted  
pursuant to  
Section 302 of  
the  
Sarbanes-Oxley  
Act of 2002
- 32.1 Certification of  
the Chief  
Executive  
Officer pursuant  
to 18 U.S.C.  
Section 1350, as  
adopted  
pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002
- 32.2 Certification of  
the Chief  
Financial  
Officer pursuant  
to 18 U.S.C.  
Section 1350, as  
adopted  
pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 22, 2016 CHRISTOPHER & BANKS CORPORATION

By: /s/ Peter G. Michielutti  
Peter G. Michielutti  
Executive Vice President, Chief Operating Officer  
and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on March 22, 2016.

CHRISTOPHER & BANKS  
CORPORATION

By: /s/ LuAnn Via  
LuAnn Via  
President, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ LuAnn Via LuAnn Via	President, Chief Executive Officer and Director (Principal Executive Officer)	March 22, 2016
/s/ Peter G. Michielutti Peter G. Michielutti	Executive Vice President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 22, 2016
* Lisa W. Wardell	Director and Board Chair	
* Mark A. Cohn	Director	
* Edwin J. Holman	Director	
* Anne L. Jones	Director	
* David A. Levin	Director	
* 	Director	



William F. Sharpe, III

\* Director

Paul L. Snyder

\* Director

Patricia A. Stensrud

\*By: /s/ Peter G. Michielutti  
Peter G. Michielutti  
Attorney-in-Fact pursuant to Powers of Attorney filed herewith