

OMB APPROVAL	
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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**

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* <u>Hinkle John</u>  (Last) (First) (Middle) COMMERCEHUB, INC. 201 FULLER ROAD, 6TH FLOOR  (Street) ALBANY NY 12203  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CommerceHub, Inc. [ CHUBA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CIO/CISO &amp; EVP Technical Ops</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Series C Common Stock	05/21/2018		D		51,949 <sup>(1)</sup>	D	<sup>(2)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy) - CHUBK	\$16.3	05/21/2018		D			43,645	<sup>(3)</sup>	03/15/2027	Series C common stock	43,645	<sup>(4)</sup>	0	D	
Stock Option (right to buy) - CHUBK	\$14.33	05/21/2018		D			17,156	<sup>(5)</sup>	11/09/2026	Series C common stock	17,156	<sup>(4)</sup>	0	D	
Stock Option (right to buy) - CHUBK	\$17.34	05/21/2018		D			4,400	<sup>(6)</sup>	05/25/2027	Series C common stock	4,400	<sup>(4)</sup>	0	D	
Stock Option (right to buy) - CHUBK	\$16.34	05/21/2018		D			63,203	<sup>(7)</sup>	07/20/2026	Series C common stock	63,203	<sup>(4)</sup>	0	D	
Stock Option (right to buy) - CHUBK	\$6.25	05/21/2018		D			39,270	<sup>(8)</sup>	10/07/2023	Series C common stock	39,270	<sup>(4)</sup>	0	D	

**Explanation of Responses:**

1. Includes restricted stock units ("RSUs") that were granted in March 2017, May 2017 and March 2018 with respect to the Issuer's Series C common stock. The RSUs were scheduled to vest in four equal annual installments beginning on the first anniversary of the respective grant dates.

2. Pursuant to the Agreement and Plan of Merger, dated as of March 5, 2018 (the "Merger Agreement"), by and among the Issuer, Great Dane Parent, LLC ("Great Dane Parent"), and Great Dane Merger Sub, Inc. ("Merger Sub"), a direct, wholly owned subsidiary of Great Dane Parent, on May 21, 2018, Merger Sub was merged with and into the Issuer, with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Great Dane Parent (the "Merger"). Pursuant to the Merger Agreement, at the effective time of the Merger, each share of the Issuer's common stock and each of the reporting person's RSUs was converted into the right to receive \$22.75 in cash.

3. 25% of the options were vested at the time of the Merger. The remainder of this stock option award was scheduled to vest in three equal installments on each of March 15, 2019, March 15, 2020 and March 15, 2021.

4. These stock options were canceled in the Merger in exchange for a cash payment based on the number of stock options canceled multiplied by the difference between the exercise price of the option and \$22.75.

5. 25% of the options were vested at the time of the Merger. The remainder of this stock option award was scheduled to vest in three equal installments on each of November 9, 2018, November 9, 2019 and November 9, 2020.

6. This stock option award was scheduled to vest in four equal annual installments beginning on May 25, 2018.

7. 22.22% of the options were vested at the time of the Merger. 44.44% of the remainder of this stock option award was scheduled to vest in equal installments on each of July 20, 2018 and July 20, 2019, and the final 33.34% of this stock option award was scheduled to vest on January 20, 2021.

8. These stock options were fully vested at the time of the Merger.

/s/ John Hinkle

05/23/2018

\*\* 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.

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