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CHRISTOPHER & BANKS CORP

Filed by

SOUTHPOINT CAPITAL ADVISORS LP

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/14/12

Address	2400 XENIUM LANE NORTH PLYMOUTH, MN 55441-3626
Telephone	7635515000
CIK	0000883943
Symbol	CBK
SIC Code	5621 - Women's Clothing Stores
Industry	Retail (Apparel)
Sector	Services
Fiscal Year	01/31

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

OMB APPROVAL
OMB Number:3235-0145 Expires: February 28, 2009 Estimated average burden hours per response… 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

Christopher & Banks Corporation
(Name of Issuer)

Common Stock, $0.01 par value
(Title of Class of Securities)

171046105
(CUSIP Number)

December 31, 2011
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[x] Rule 13d-1(c)

[ ] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Southpoint Master Fund, LP		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. Cayman Islands		
Number of Shares Beneficially Owned by Each Reporting Person With		5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) PN (Limited Partnership)		

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Southpoint Capital Advisors LP		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With		5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) PN (Limited Partnership)		

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Southpoint Capital Advisors LLC		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With		5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) OO (Limited Liability Company)		

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Southpoint GP, LP		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. Delaware		
	Number of Shares Beneficially Owned by Each Reporting Person With	5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) PN (Limited Partnership)		

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Southpoint GP, LLC		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. Delaware		
	Number of Shares Beneficially Owned by Each Reporting Person With	5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) OO (Limited Liability Company)		

CUSIP NO. 171046105

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) John S. Clark II		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [x]		
3	SEC Use Only		
4	Citizenship or Place of Organization. United States		
Number of Shares Beneficially Owned by Each Reporting Person With		5 Sole Voting Power 0 shares	
		6 Shared Voting Power 2,050,000 shares Refer to Item 4 below.	
		7 Sole Dispositive Power 0 shares	
		8 Shared Dispositive Power 2,050,000 shares Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,050,000 shares Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] N/A		
11	Percent of Class Represented by Amount in Row (9)* 5.69% Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions) IN		

CUSIP NO. 171046105

Item 1.

(a) Name of Issuer
Christopher & Banks Corporation

(b) Address of Issuer's Principal Executive Offices

2400 Xenium Lane North
Plymouth, MN 55441

Item 2.

(a) Name of Person Filing
Southpoint Master Fund, LP
Southpoint Capital Advisors LP
Southpoint Capital Advisors LLC
Southpoint GP, LP
Southpoint GP, LLC
John S. Clark II

(b) Address of Principal Business Office or, if none, Residence
623 Fifth Avenue, Suite 2601
New York, NY 10022

(c) Citizenship
Southpoint Master Fund, LP - Cayman Islands
Southpoint Capital Advisors LP - Delaware
Southpoint Capital Advisors LLC - Delaware
Southpoint GP, LP - Delaware
Southpoint GP, LLC - Delaware
John S. Clark II - United States

(d) Title of Class of Securities
Common Stock, $0.01 par value

(e) CUSIP Number
171046105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) [ ] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act
(d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
(e) [ ] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) [ ] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) [ ] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) [ ] A non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J);
(k) [ ] Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of December 31, 2011, the Master Fund owned 2,050,000 shares of Common Stock. The percentages herein are calculated based upon the 36,003,563 shares of Common Stock issued and outstanding as of December 23, 2011, as reported on the Issuer's Form 10-Q filed with the SEC on January 5, 2012.

(a) Amount Beneficially Owned***

Southpoint Master Fund, LP - 2,050,000 shares
Southpoint Capital Advisors LP - 2,050,000 shares
Southpoint Capital Advisors LLC - 2,050,000 shares
Southpoint GP, LP - 2,050,000 shares
Southpoint GP, LLC - 2,050,000 shares
John S. Clark II - 2,050,000 shares

(b) Percent of Class
Southpoint Master Fund, LP - 5.69%
Southpoint Capital Advisors LP - 5.69%
Southpoint Capital Advisors LLC - 5.69%
Southpoint GP, LP - 5.69%
Southpoint GP, LLC - 5.69%
John S. Clark II - 5.69%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
Southpoint Master Fund, LP - 0 shares
Southpoint Capital Advisors LP - 0 shares
Southpoint Capital Advisors LLC - 0 shares
Southpoint GP, LP - 0 shares
Southpoint GP, LLC - 0 shares
John S. Clark II - 0 shares

(ii) shared power to vote or to direct the vote

Southpoint Master Fund, LP - 2,050,000 shares
Southpoint Capital Advisors LP - 2,050,000 shares
Southpoint Capital Advisors LLC - 2,050,000 shares
Southpoint GP, LP - 2,050,000 shares
Southpoint GP, LLC - 2,050,000 shares
John S. Clark II - 2,050,000 shares

(iii) sole power to dispose or to direct the disposition of
Southpoint Master Fund, LP - 0 shares
Southpoint Capital Advisors LP - 0 shares
Southpoint Capital Advisors LLC - 0 shares
Southpoint GP, LP - 0 shares
Southpoint GP, LLC - 0 shares
John S. Clark II - 0 shares

(iv) shared power to dispose or to direct the disposition of

Southpoint Master Fund, LP - 2,050,000 shares
Southpoint Capital Advisors LP - 2,050,000 shares
Southpoint Capital Advisors LLC - 2,050,000 shares
Southpoint GP, LP - 2,050,000 shares
Southpoint GP, LLC - 2,050,000 shares
John S. Clark II - 2,050,000 shares

*** Shares reported herein are held by Southpoint Master Fund, LP for which Southpoint Capital Advisors LP serves as the investment manager and Southpoint GP, LP serves as the general partner. Southpoint Capital Advisors LLC serves as the general partner of Southpoint Capital Advisors LP and Southpoint GP, LLC serves as the general partner of Southpoint GP, LP. John S. Clark II serves as managing member of both Southpoint Capital Advisors LLC and Southpoint GP, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 5 . Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6 . Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 . Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 171046105

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 14, 2012

SOUTHPOINT MASTER FUND, LP
By: Southpoint GP, LP, its General Partner
By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LP
By: Southpoint Capital Advisors LLC,
its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT GP, LP
By: Southpoint GP, LLC,
its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT GP, LLC

By: /s/ John S. Clark II
John S. Clark II, Managing Member

/s/ John S. Clark II
John S. Clark II

Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 14, 2012, is by and among Southpoint Master Fund, LP, Southpoint Capital Advisors LP, Southpoint Capital Advisors LLC, Southpoint GP, LP, Southpoint GP, LLC and John S. Clark II (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to shares of Common Stock, par value $0.01 per share of Christopher & Banks Corporation beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D and/or 13G (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

SOUTHPOINT MASTER FUND, LP
By: Southpoint GP, LP, its General Partner
By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LP
By: Southpoint Capital Advisors LLC,
its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT GP, LP
By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II
John S. Clark II, Managing Member

SOUTHPOINT GP, LLC

By: /s/ John S. Clark II
John S. Clark II, Managing Member

/s/ John S. Clark II
John S. Clark II