

CO-INVESTMENT FUND II, L.P.
Form 4
March 26, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cross Atlantic Capital Partners, Inc.

2. Issuer Name and Ticker or Trading Symbol
Amber Road, Inc. [AMBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

FIVE RADNOR CORPORATE CENTER, SUITE 555, 100 MATSONFORD ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2014

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

RADNOR, PA 19087

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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
Common Stock, \$0.001 par value per share	03/26/2014		C		3,131,867	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
							3,714,001
Common Stock, \$0.001 par value per share	03/26/2014		C		1,849,939	A	<u>(1)</u> <u>(2)</u> <u>(7)</u>
							5,563,940
	03/26/2014		C		1,541,690	A	
							7,105,630

By Funds
(4) (5) (6)

By Funds
(4) (5) (8)

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Common Stock, \$0.001 par value per share (1)
(2)
(9) By Funds
(4) (5) (10)

Common Stock, \$0.001 par value per share 03/26/2014 S 1,508,953 D \$ 13 5,596,677 I By Fund
(11)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Series A Preferred Stock	(2)	03/26/2014		C		3,019,371		(2)	(2)	Common Stock	3,131,86 (2) (3)
Series C Preferred Stock	(2)	03/26/2014		C		1,693,696		(2)	(2)	Common Stock	1,849,93 (2) (7)
Series D Preferred Stock	(2)	03/26/2014		C		1,389,955		(2)	(2)	Common Stock	1,541,69 (2) (9)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cross Atlantic Capital Partners, Inc.
FIVE RADNOR CORPORATE CENTER, SUITE 555
100 MATSONFORD ROAD
RADNOR, PA 19087

X

CO INVESTMENT 2000 FUND LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087	X
CROSS ATLANTIC TECHNOLOGY FUND II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RANDNOR, PA 19087	X
XATF MANAGEMENT II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087	X
Co-Invest Capital Partners Inc FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087	X
Co-Invest Management LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087	X
CO-INVESTMENT FUND II, L.P. FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD REDMAR, PA 19087	X

Signatures

/s/ Donald R.
Caldwell

03/26/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) This transaction is being reported because it occurred within the six months prior to the initial public offering. On the date listed, the Funds (as defined below) converted (i) 3,019,371 shares of Series A Preferred shares for 3,131,867 shares of common stock, (ii) 1,693,696 shares of Series C Preferred shares for 1,849,939 shares of common stock, and (iii) 1,389,955 shares of Series D Preferred shares for 1,541,690 shares of common stock. The foregoing shares of common stock are on an as converted basis and include the payment of shares in satisfaction of accrued but unpaid dividends.
 - (2) Each share of Preferred Stock converted automatically into shares of common stock upon the closing of the issuer's initial public offering of its common stock.
 - (3) Includes shares of common stock issued in satisfaction of \$1,462,471 of accrued but unpaid dividends on the Series A Preferred Stock, calculated on the basis of \$13.00 per share of common stock, which was the price per share of the common stock issued in the registrant's initial public
 - (4) Consists of shares held by or issuable to Cross Atlantic Technology Fund, II, L.P., The Co-Investment Fund II, L.P. and The Co-Investment 2000 Fund, L.P. (the "Funds"). Donald R. Caldwell, a director of the Issuer, is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. Donald R. Caldwell, is director, shareholder and officer of Co-Invest Capital Partners, Inc., which is the general partner Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. Donald R.

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Caldwell is a director, shareholder and officer of Co-Invest Capital Partners II, Inc., which is the general partner of Co-Invest Management II, L.P., which is the general partner of The Co-Investment Fund II, L.P.

- (5) The Reporting Persons disclaim beneficial ownership of the shares held by the Funds except to the extent of each Reporting Person's own pecuniary interest therein.
- (6) Consists of 1,385,782 shares issued to Cross Atlantic Technology Fund II, L.P., 360,303 shares issued to The Co-Investment Fund II, L.P. and 1,385,782 shares issued to The Co-Investment 2000 Fund, L.P.

Includes shares of common stock issued in satisfaction of \$2,031,161 of accrued but unpaid dividends on the Series C Preferred Stock, calculated on the basis of \$13.00 per share of common stock, which was the price per share of the common stock issued in the registrant's initial public offering.
- (7) Consists of 893,978 shares issued to Cross Atlantic Technology Fund II, L.P., 61,983 shares issued to The Co-Investment Fund II, L.P. and 893,978 shares issued to The Co-Investment 2000 Fund, L.P.

Includes shares of common stock issued in satisfaction of \$1,972,566 of accrued but unpaid dividends on the Series D Preferred Stock, calculated on the basis of \$13.00 per share of common stock, which was the price per share of the common stock issued in the registrant's initial public offering.
- (8) Consists of 1,389,955 shares issued to The Co-Investment Fund II, L.P.
- (9) These shares are being sold by the Funds as follows: (i) Cross Atlantic Technology Fund, II, L.P., 544,443 shares (ii) The Co-Investment Fund II, L.P., 420,067 shares and, (iii) The Co-Investment 2000 Fund, L.P., 544,443.

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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