

Amber Road, Inc.
Form 4
April 07, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CALDWELL DONALD R

(Last) (First) (Middle)

150 RADNOR CHESTER RD #150

(Street)

RADNOR, PA 19087

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 04/05/2017 | | S | (A) or (D) V Amount Price 11,300 \$ 7.01 (1) | 3,285,451 (2) | I | See Footnote 2 |
| Common Stock | 04/06/2017 | | S | (A) or (D) V Amount Price 48,704 \$ 7 (1) | 3,236,747 (2) | I | See Footnote 2 |
| Common Stock | | | | | 25,110 (3) | D | |

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CALDWELL DONALD R 150 RADNOR CHESTER RD #150 RADNOR, PA 19087 | | X | | |

Signatures

/s/ Donald R.
Caldwell

04/07/2017

**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) The sales of the shares were made by The Co-Investment Fund II, L.P. (45%) and The Co-Investment 2000 Fund, L.P. (55%) in connection with their maturity and their obligation to make distributions to its partners.

(2) Consists of 1,467,633 shares (after sales on April 5, 2017) and 1,445,716 shares (after sales on April 6, 2017) held by The Co-Investment Fund II, L.P. and 1,838,136 shares (after sales on April 5, 2017) and 1,811,549 shares (after sales on April 6, 2017) held by The Co-Investment 2000 Fund, L.P. (the "Funds"). Donald R. Caldwell is a 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. 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.

(3) Under the terms of the applicable partnership agreements of the Funds, the Reporting Person is deemed to hold these shares for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

Remarks:

The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of the Reporting Person's

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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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