

Amber Road, Inc.  
Form 4  
November 28, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**11/23/2016**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/23/2016		S	202,038 (1)	D \$ 11.81 3,944,639 (2)	I	See Footnote 2
Common Stock	11/28/2016		S	187,750 (1)	D \$ 11.66 3,756,899 (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.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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	X		

## Signatures

/s/ Donald R.  
Caldwell

11/28/2016

\_\_\_\_\_  
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 sale of the shares was made by Cross Atlantic Technology Fund II, L.P. in connection with its maturity and its obligation to make distributions to its partners.

Consists of 340,861 shares (after sale on November 23, 2016) and 153,111 shares (after sale on November 28, 2016) held by Cross Atlantic Technology Fund, II, L.P., 1,610,880 shares held by The Co-Investment Fund II, L.P. and 1,922,898 shares held by 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. 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

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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.

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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