

Amber Road, Inc.
Form 4
March 28, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Amber Road, Inc. [AMBR]

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

03/26-04:00/2014

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
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/26-04:00/2014		C		2,987,756	A	<u>(2)</u>	2,987,756	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u>
Common Stock	03/26-04:00/2014		S		<u>674,387</u> <u>(3)</u> <u>(4)</u>	D	\$ <u>12.09</u> <u>(3)</u> <u>(4)</u>	2,313,369	I	See footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series E Redeemable Convertible Preferred Stock	(2)	03/26-04:00/2014		C		4,472,671		(2)	(2)	Common Stock	2,98

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282				
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

03/28-04:00/2014

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact

03/28-04:00/2014

__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 statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

(2) Each share of Series E Redeemable Convertible Preferred Stock, no par value, of Amber Road, Inc. (the "Company"), converted automatically, for no additional consideration, into the Company's common stock, \$0.001 par value (the "Common Stock"), immediately prior to the closing of the Company's initial public offering (the "Initial Offering") of Common Stock.

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(3) In connection with the Initial Offering of Common Stock of the Company, pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus, each dated March 20, 2014, Goldman Sachs, as a selling stockholder, sold 444,602 shares of Common Stock at \$12.09 per share, which represents the \$13.00 Initial Offering price per share of Common Stock, less the underwriting discount of \$0.91 per share of Common Stock. The Initial Offering closed on March 26, 2014.

(4) Pursuant to the Underwriting Agreement and in connection with the Initial Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. The Over-Allotment Option closed simultaneously with the Initial Offering on March 26, 2014. Goldman Sachs sold an additional 229,785 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

(5) As of March 26, 2014, as a result of the Initial Offering and the exercise of the Over-Allotment Option, Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 2,313,369 shares of Common Stock of the Company. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(6) The Reporting Persons are no longer beneficial owners of more than 10% of the Common Stock of the Company, and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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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