Amber Road, Inc. Form 4 February 16, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CALDWELL DONALD R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Amber Road, Inc. [AMBR]

(Check all applicable)

(First) (Last)

(Middle)

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

X Director Officer (give title below)

10% Owner Other (specify

C/O AMBER ROAD, INC., ONE MEADOWLANDS PLAZA

(Month/Day/Year)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/10/2016

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

EAST RUTHERFORD,, NJ 07073

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

(Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4.

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

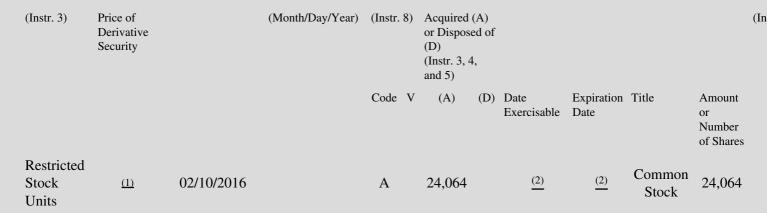
7. Title and Amount of 8. 1 Underlying Securities De (Instr. 3 and 4) Se

Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if any

Code Securities

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DONALD R C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA	X	X		
	X	X		

Signatures

/s/ Donald R.
Caldwell

**Signature of Reporting Person

O2/16/2016

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) Restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of the registrant.
 - The RSUs represent the annual equity award received by non-employee members of the Board of Directors of the registrant ("Board"). Each RSU will vest on the earlier of (i) the first anniversary of the grant date of such RSU, (ii) the date of the director's death, or (iii)
- upon a Change of Control of the registrant, as defined in the related RSU agreement (the "Vesting Date"), provided that the non-employee director has remained in continuous service as a member of the Board until the Vesting Date. The director will forfeit 100% of the RSUs upon the director's separation from the registrant prior to the Vesting Date. The registrant will deliver the shares underlying the RSUs on or as soon as practicable after the Vesting Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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