

Amber Road, Inc.
Form 4
April 03, 2017

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 *
Cross Atlantic Capital Partners, Inc.

(Last) (First) (Middle)

150 N 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)

03/30/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 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 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)
Common Stock, \$0.001 par value per share	03/30/2017		S	100,000 (1)	D \$ 7.64 3,503,778 (2)	I	By Funds (2)
Common Stock, \$0.001 par value per share	03/31/2017		S	158,578 (1)	D \$ 7.6 3,345,200 (2)	I	By Funds (2)

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 required to respond unless the form displays a currently valid OMB control number.

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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 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 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
Cross Atlantic Capital Partners, Inc. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CO INVESTMENT 2000 FUND LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Capital Partners Inc 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Management LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CO-INVESTMENT FUND II, L.P. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Capital Partners II, Inc. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
		X		

XATF MANAGEMENT II LP
150 N RADNOR CHESTER RD #150
RADNOR, PA 19087

Signatures

/s/ Donald R.
Caldwell

04/03/2017

**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, LP. (55%) in connection with their maturity and their obligation to make distributions to its partners.

Consists of 1,565,880 shares (after sales on March 30, 2017) and 1,494,520 shares (after sales on March 31, 2017) held by The Co-Investment Fund II, L.P. and 1,937,898 shares (after sales on March 30, 2017) and 1,850,680 shares (after sales on March 31, 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.

Remarks:

The Reporting Persons disclaim beneficial ownership of the shares held by the Funds except to the extent of each Reporting Person's ownership.

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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