Amber Road, Inc. Form 4 February 23, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Williams Barry MV

2. Issuer Name and Ticker or Trading Symbol

(Middle)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Amber Road, Inc. [AMBR] 3. Date of Earliest Transaction

(Check all applicable)

(First)

(Street)

(Month/Day/Year)

02/19/2015

X_ Director 10% Owner Officer (give title Other (specify

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

below)

EAST RUTHERFORD, NJ 07073

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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 Derivative Security

Conversion or Exercise

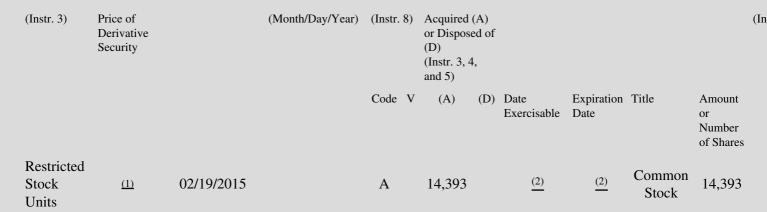
3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

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

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Reporting Owners

EAST RUTHERFORD, NJ 07073

Reporting Owner Name / Address	Kelationships			
	Director	10% Owner	Officer	Other
Williams Barry MV				
C/O AMBER ROAD, INC.	X			
ONE MEADOWLANDS PLAZA				

Signatures

/s/ Barry M. V.
Williams

**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).

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- (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 not deliver the shares underlying the RSUs until the earlier of the director's separation from the registrant or a Change of Control.

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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