

Amber Road, Inc.
Form 4
August 16, 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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cooke Albert C III

(Last) (First) (Middle)

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

(Street)

EAST RUTHERFORD, NJ 07073

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Amber Road, Inc. [AMBR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Global Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (Instr. 4)
Common Stock	08/15/2016		C	V Amount (A) or (D) Price 14,510 A \$ 3.29	31,914	D	
Common Stock	08/15/2016		S	14,510 D \$ 10.5 (1)	17,404	D	
Common Stock	08/16/2016		C	5,570 A \$ 3.29	22,974	D	
Common Stock	08/15/2016		S	5,570 D \$ 10.5 (1)	17,404	D	

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.29	08/15/2016		M		14,510		01/24/2008	01/24/2017	Common Stock	14,510
Employee Stock Option (right to buy)	\$ 3.29	08/16/2016		M		5,570		01/24/2008	01/24/2017	Common Stock	5,570

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cooke Albert C III C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	VP, Global Sales

Signatures

/s/ Albert C.
Cooke III

08/16/2016

__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) Sale of exercised stock options from a 1/24/07 stock option grant of 40,080 options, expiring on 1/24/17, at an exercise price of \$3.29 per share, with the exercise price to be satisfied by sale proceeds (cashless).
- (2) Partial stock option exercise of a 1/24/07 stock option grant of 40,080 options, expiring on 1/24/17, at an exercise price of \$3.29 per share, with the exercise price to be satisfied by sale proceeds (cashless).

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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