

Amber Road, Inc.
Form 4
May 15, 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 *
Conway Thomas E

(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)
05/11/2017

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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/11/2017		M ⁽¹⁾	4,843 A \$ 0	4,843	D	
Common Stock	05/11/2017		S	4,843 D \$ 7.81	0	D	

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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(9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	05/11/2017		M	4,843	(3) (3)	Common Stock	4,843

Reporting Owners

Reporting Owner Name / Address	Relationships
Conway Thomas E C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	Director 10% Owner Officer Chief Financial Officer

Signatures

/s/ Thomas E.
Conway 05/15/2017
 **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).
- Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On February 10, 2016, the reporting
- (1) person was granted 77,487 restricted stock units, of which 1/16th vested on May 11, 2017, at which time tax withholding obligations were due.
- (2) Restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of the registrant.
- On February 10, 2016, the reporting person was granted 78,717 RSUs, of which 1/16th vested on May 11, 2017. The remaining unvested
- (3) RSUs will continue to vest as to 1/16th of the original number of shares subject to the RSUs on each succeeding quarter until fully vested on February 10, 2020.

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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