

NJVA, LLC
 Form 4
 November 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Updata Partners III LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2445 M STREET, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2014

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

(Street)
 WASHINGTON, DC 20037

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	10/31/2014		S	(A) or (D) D	2,051,612 (1) \$ 12.9657	I	By Funds (3)
					1,037,571 (2)		

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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Udata Partners III LP 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
UVP II Executive Fund, LP 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
Udata Venture Partners II B, LP 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
Udata Venture Partners II, LP 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
Udata Associates III, LP 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
Udata Venture Associates II, L.P. 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
NJVA III, LLC 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner
NJVA, LLC 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037				former 10% owner

Signatures

/s/ Bernard M. Goldsmith, Member of NJVA III, LLC, General Partner of Udata Associates III, L.P., General Partner of Udata Partners III, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA, LLC, General Partner of Udata Venture Associates II, L.P., General Partner of UVP II Executive Fund, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA, LLC, General Partner of Udata Venture Associates II, L.P., General Partner of Udata Venture Partners II B, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA, LLC, General Partner of Udata Venture Associates II, L.P., General Partner of Udata Venture Partners II, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA III, LLC, General Partner of Udata Associates III, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA, LLC, General Partner of Udata Venture Associates II, L.P.	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA III, LLC	11/03/2014
__Signature of Reporting Person	Date
/s/ Bernard M. Goldsmith, Member of NJVA, LLC	11/03/2014
__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) Includes 1,648,197 shares sold by Udata Partners III, L.P. ("UP III"), 20,557 shares sold by UVP II Executive Fund, L.P. ("UVP II Ex"), 62,569 shares sold by Udata Venture Partners II B, L.P. ("UVP II B") and 320,289 shares sold by Udata Venture Partners II, L.P. ("UVP II" and together with UP III, UVP II Ex and UVP II B, the "Funds").
- (2) Includes 833,551 shares held by UP III, 10,396 shares held by UVP II Ex, 31,643 shares held by UVP II B and 161,981 shares held by UVP II.
- (3) NJVA III, LLC is the general partner of Udata Associates III, L.P., which is the general partner of UP III. NJVA, LLC is the general partner of Udata Venture Associates II, L.P., which is the general partner of UVP II Ex, UVP II B and UVP II. The Reporting Persons disclaim beneficial ownership of the shares held by the Funds except to the extent of each Reporting Person's own pecuniary interest therein.

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.