Amber Road, Inc. Form 4 November 03, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLDSMITH BERNARD M			2. Issuer Name and Ticker or Trading Symbol Amber Road, Inc. [AMBR]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
2445 M STREET, 3RD FLOOR			10/31/2014	Officer (give title _X_ Other (specify below) below) former 10% owner			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WASHINGTO	N, DC 2003	37	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative So	ecuriti	ies Acquired	, Disposed of, or	Beneficially	Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquii	red (A) or	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transaction	onDisposed of (	D)		Securities	Ownership	of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					( )		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
<b>C</b>			Code v		(D)		1 027 571		D., F., 1.
Common	10/31/2014		S	2,051,612	D	\$	1,037,571	Ī	By Funds
Stock	10/01/2011		~	<u>(1)</u>	_	12.9657	(2)	-	(3)

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)

### Edgar Filing: Amber Road, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Exercisable Date	Title Number			
						LACICISADIC			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOLDSMITH BERNARD M 2445 M STREET, 3RD FLOOR WASHINGTON, DC 20037

former 10% owner

# **Signatures**

/s/ Bernard M. 11/03/2014 Goldsmith

\*\*Signature of Reporting 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).
- Includes 1,648,197 shares sold by Updata Partners III, L.P. ("UP III"), 20,557 shares sold by UVP II Executive Fund, L.P. ("UVP II Ex"), (1) 62,569 shares sold by Updata Venture Partners II B, L.P. ("UVP II B") and 320,289 shares sold by Updata Venture Partners II, L.P.
- (1) 62,569 shares sold by Updata Venture Partners II B, L.P. ("UVP II B") and 320,289 shares sold by Updata 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.

The Reporting Person is a member of NJVA III, LLC, which is the general partner of Updata Associates III, L.P., which is the general partner of UP III. The Reporting Person is also a member of NJVA, LLC, which is the general partner of Updata Venture Associates II, L.P., which is the general partner of UVP II Ex, UVP II B and UVP II. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his 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.

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