

Amber Road, Inc.
Form 4
March 26, 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 *
Preuninger John W

(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)
03/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO and Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	03/26/2014		C		51,966	A	<u>(1)</u> <u>(2)</u> <u>(3)</u> 553,274
Common Stock, \$0.001 par value per share	03/26/2014		S		167,000	D	\$ 13 386,275
Common Stock,						I	334,001

By grantor retained annuity trust (1)

By grantor retained

\$0.001 par value per share				annuity trust ⁽⁴⁾
Common Stock, \$0.001 par value per share	16,700	I		By grantor retained annuity trust ⁽⁵⁾
Common Stock, \$0.001 par value per share	1,002,004	I		By grantor retained annuity trust ⁽⁶⁾
Common Stock, \$0.001 par value per share	50,100	I		By grantor retained annuity trust ⁽⁷⁾

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

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(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)	8. P... Deri... Secu... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(2)</u>	03/26/2014		C	50,100	<u>(2)</u>	<u>(2)</u>	Common Stock	51,966 <u>(2)</u> <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Preuninger John W
C/O AMBER ROAD, INC.
ONE MEADOWLANDS PLAZA
EAST RUTHERFORD, NJ 07073

X

President, COO and Director

Signatures

/s/ John W.

Preuninger

03/26/2014

**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).

This transaction is being reported because it occurred within the six months prior to the initial public offering. On the date listed, 50,100

- (1) shares of Series A Preferred shares were automatically converted into 51,966 shares of common stock. The foregoing shares of common stock are on an as converted basis and include the payment of shares in satisfaction of accrued but unpaid dividends.
- (2) Each share of Preferred Stock converted automatically into shares of common stock upon the closing of the issuer's initial public offering of its common stock.

Includes shares of common stock issued in satisfaction of \$24,267 of accrued but unpaid dividends on the Series A Preferred Stock,
- (3) calculated on the basis of \$13.00 per share of common stock, which was the price per share of the common stock issued in the registrant's initial public offering.
- (4) These shares are held of record by The John Preuninger 2013 Four Year Grantor Retained Annuity Trust, of which John W. Preuninger, is Trustee.
- (5) These shares are held of record by The John Preuninger 2013 Three Year Grantor Retained Annuity Trust, of which John W. Preuninger, is Trustee.
- (6) These shares are held of record by The Fletcher Preuninger 2013 Three Year Grantor Retained Annuity Trust, of which John W. Preuninger's wife, Fletcher Preuninger, is Trustee.
- (7) These shares are held of record by The Fletcher Preuninger 2013 Grantor Retained Annuity Trust FBO Siblings, of which John W. Preuninger's wife, Fletcher Preuninger, is Trustee.

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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