

Amber Road, Inc.  
Form 4  
March 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Harvey Kenneth M

(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)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, \$0.001 par value per share	03/26/2014		C	A	69,288	I	By grantor retained annuity trust <sup>(4)</sup>
					<u>(1)</u> <u>(2)</u> <u>(3)</u>		
Common Stock, \$0.001 par value per share	03/26/2014		C	A	11,919	I	By grantor retained annuity trust <sup>(4)</sup>
					<u>(1)</u> <u>(2)</u> <u>(5)</u>		

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(2)	03/26/2014		C	66,800	(2)	(2)	Common Stock	69,288 (2) (3)
Series C Preferred Stock	(2)	03/26/2014		C	10,913	(2)	(2)	Common Stock	11,919 (2) (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harvey Kenneth M C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	X			

## Signatures

/s/ Kenneth M.  
Harvey

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, 66,800

- (1) shares of Series A Preferred shares were automatically converted into 69,288 shares of common stock, and 10,913 shares of Series C Preferred were automatically converted into 11,919 shares of common stock.
- (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.

(3) Includes shares of common stock issued in satisfaction of \$32,355 of accrued but unpaid dividends on the Series A Preferred Stock, 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 issued to The Ruth Harvey December 2010 Grantor Retained Annuity Trust, of which Kenneth M. Harvey is Trustee.

(5) Includes shares of common stock issued in satisfaction of \$13,087 of accrued but unpaid dividends on the Series C Preferred Stock, 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.

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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