

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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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 *
GOLDSMITH BERNARD M

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2014

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

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

WASHINGTON, DC 20037

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	03/26/2014		C		187,079	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock, \$0.001 par value per share	03/26/2014		C		1,362,630	A	<u>(1)</u> <u>(2)</u> <u>(5)</u>
Common Stock,	03/26/2014		C		1,939,334	A	<u>(1)</u> <u>(2)</u> <u>(8)</u>

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\$0.001 par
value per
share

Common
Stock,

\$0.001 par 03/26/2014
value per
share

C 369,340 A ⁽¹⁾
(2) 3,893,156 I
(10)

By Fund
(4)

Common
Stock,

\$0.001 par 03/26/2014
value per
share

S 803,973 D \$ 13 3,089,183 I

By Funds
(11)

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)
				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	180,360	<u>(2)</u> <u>(2)</u>	Common Stock 187,079 <u>(2)</u> <u>(3)</u>
Series B Preferred Stock	<u>(2)</u>	03/26/2014		C	1,238,187	<u>(2)</u> <u>(2)</u>	Common Stock 1,362,63 <u>(2)</u> <u>(5)</u>
Series C Preferred Stock	<u>(2)</u>	03/26/2014		C	1,775,542	<u>(2)</u> <u>(2)</u>	Common Stock 1,939,33 <u>(2)</u> <u>(8)</u>
Series D Preferred Stock	<u>(2)</u>	03/26/2014		C	332,989	<u>(2)</u> <u>(2)</u>	Common Stock 369,340 <u>(2)</u> <u>(10)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH BERNARD M 2445 M STREET., 3RD FLOOR WASHINGTON, DC 20037	X	X		

Signatures

/s/ Bernard M.
Goldsmith 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).

(1) This transaction is being reported because it occurred within the six months prior to the initial public offering. On the date listed, (i) 180,360 shares of Series A Preferred shares were automatically converted into 187,079 shares of common stock, (ii) 1,238,187 shares of Series B Preferred shares were automatically converted into 1,362,630 shares of common stock, (iii) 1,775,542 shares of Series C Preferred shares were automatically converted into 1,939,334 shares of common stock, and (iv) 332,989 shares of Series D Preferred shares were automatically converted into 369,340 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

(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 \$87,360 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 Udata Partners III, L.P.

(5) Includes shares of common stock issued in satisfaction of \$1,617,778 of accrued but unpaid dividends on the Series B 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.

(6) Consists of shares held by or issuable to Udata Partners III, L.P., Udata Venture Partners II B, L.P., UVP II Executive Fund, L.P., and Udata Venture Partners II, L.P. (the "Funds"). Bernard Goldsmith, a director of the Issuer, is a member of NJVA, LLC, which is the general partner of Udata Venture Associates II, L.P., which is the general partner of Udata Venture Partners II, L.P. Bernard Goldsmith, is a member of NJVA, LLC, which is the general partner of Udata Venture Associates II, L.P., which is the general partner of Udata Venture Partners II B, L.P. Bernard Goldsmith, is a member of NJVA, LLC, which is the general partner of Udata Venture Associates II, L.P., which is the general partner of UVP II Executive Fund, L.P. Bernard Goldsmith, is a member of NJVA III, LLC, which is the general partner of Udata Associates III, L.P., which is the general partner of Udata Partners III, L.P.

(7) Consists of 953,843 shares issued to Udata Partners III, L.P., 63,402 shares issued to Udata Venture Partners II B, L.P., 20,831 shares issued to UVP Executive Fund, L.P., and 324,554 shares issued to Udata Venture Partners II, L.P.

(8) Includes shares of common stock issued in satisfaction of \$2,129,313 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.

(9) Consists of 1,581,744 shares issued to Udata Partners III, L.P., 283,906 shares issued to Udata Venture Partners II B, L.P., 18,222 shares issued to UVP Executive Fund, L.P., and 55,462 shares issued to Udata Venture Partners II, L.P.

(10) Includes shares of common stock issued in satisfaction of \$472,564 of accrued but unpaid dividends on the Series D 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.

(11)

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These shares are being sold by the Funds as follows: (i) Updata Partners III. L.P., 645,031 shares, (ii) Updata Venture Partners II, L.P., 126,190 shares, (iii) Updata Venture Partners II B, L.P., 24,652 shares, and (iv) UVP Executive Fund, L.P., 8,100 shares.

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.