

Amber Road, Inc.  
Form 4  
February 24, 2016

**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 \*  
CALDWELL DONALD R

(Last) (First) (Middle)

FIVE RADNOR CORPORATE CENTER, SUITE 555, 100 MATSONFORD ROAD

(Street)

RADNOR, PA 19087

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2016

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)
Common Stock	02/19/2016		C	V Amount 11,264 (1)	(A) or (D) Price \$ 0	25,110 (2)	D
Common Stock					5,596,677 (2) (3)	I	See Footnote 3

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)

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. Amount or Number of Shares
Restricted Stock Units	\$ 0	02/19/2016		C	11,264	(4) (4)	Common Stock	11,264

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DONALD R FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087	X	X		

## Signatures

/s/ Brad Holmstrom, as attorney-in-fact for Donald R. Caldwell

02/24/2016

\_\_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) These shares were acquired by the Reporting Person as a result of the vesting and settlement of an RSU grant that the Reporting Person initially received on February 19, 2015 (as previously reported on Form 4), and as shown in Table II of this Form.

(2) Under the terms of the applicable partnership agreements of the Funds (as defined below), the Reporting Person is deemed to hold the newly acquired shares for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(3) Consists of shares held by or issuable to Cross Atlantic Technology Fund, II, L.P., The Co-Investment Fund II, L.P. and The Co-Investment 2000 Fund, L.P. (the "Funds"). Donald R. Caldwell, a director of the Issuer, is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. Donald R. Caldwell, is director, shareholder and officer of Co-Invest Capital Partners, Inc., which is the general partner Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. Donald R. Caldwell is a director, shareholder and officer of Co-Invest Capital Partners II, Inc., which is the general partner of Co-Invest Management II, L.P., which is the general partner of The Co-Investment Fund II, L.P.

(4) Each RSU provided for vesting on the earlier of (i) the first anniversary of the grant date of such RSU, (ii) the date of the director's death, or (iii) upon a Change of Control of the registrant, as defined in the related RSU agreement (the "Vesting Date"), provided that the

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non-employee director has remained in continuous service as a member of the Board until the Vesting Date.

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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