

CO-INVESTMENT FUND II, L.P.
Form 4
November 28, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cross Atlantic Capital Partners, Inc.

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)
150 N RADNOR CHESTER RD
#150

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2016

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

(Street)
RADNOR, PA 19087

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	11/23/2016		S		202,038	D (1)	\$ 11.81
					3,944,639 (2)	I	
Common Stock, \$0.001 par value per share	11/28/2016		S		187,750	D (1)	\$ 11.66
					3,756,899 (2)	I	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cross Atlantic Capital Partners, Inc. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CO INVESTMENT 2000 FUND LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CROSS ATLANTIC TECHNOLOGY FUND II LP 150 N RADNOR CHESTER RD #150 RANDNOR, PA 19087		X		
XATF MANAGEMENT II LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Capital Partners Inc 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Management LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
		X		

CO-INVESTMENT FUND II, L.P.
150 N RADNOR CHESTER RD #150
RADNOR, PA 19087

Signatures

/s/ Donald R.
Caldwell

11/28/2016

**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) The sale of the shares was made by Cross Atlantic Technology Fund II, L.P. in connection with its maturity and its obligation to make distributions to its partners.
- Consists of 340,861 shares (after sale on November 23, 2016) and 153,111 shares (after sale on November 28, 2016) held by Cross Atlantic Technology Fund, II, L.P., 1,610,880 shares held by The Co-Investment Fund II, L.P. and 1,922,898 shares held by 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.
- (2)

Remarks:

The Reporting Persons disclaim beneficial ownership of the shares held by the Funds except to the extent of each Reporting Person's ownership.

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.