

Amber Road, Inc.  
Form 4  
May 20, 2016

**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 \*  
Preuninger James 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)  
05/18/2016

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)

Chief Executive Officer

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	05/18/2016		C	V	74,605 A \$ 2.31	1,994,789 <sup>(1)</sup>	D
Common Stock	05/18/2016		S		74,605 <sub>(2)</sub> D \$ 5	1,920,184 <sup>(1)</sup>	D
Common Stock	05/19/2016		C	V	12,227 A \$ 2.31	1,932,411 <sup>(1)</sup>	D
Common Stock	05/19/2016		S		12,227 <sub>(3)</sub> D \$ 5	1,920,184 <sup>(1)</sup>	D
Common Stock	05/20/2016		C	V	13,168 A \$ 2.31	1,933,352 <sup>(1)</sup>	D

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Common Stock 05/20/2016 S 13,168<sup>(4)</sup> D \$ 5 1,920,184 <sup>(1)</sup> D

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

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**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
Employee Stock Option (right to buy)	\$ 2.31	05/18/2016		M	74,605	09/30/2012 09/30/2016	Common Stock 74,605
Employee Stock Option (right to buy)	\$ 2.31	05/19/2016		M	12,227	09/30/2012 09/30/2016	Common Stock 12,227
Employee Stock Option (right to buy)	\$ 2.31	05/20/2016		M	13,168	09/30/2012 09/30/2016	Common Stock 13,168

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Preuninger James W C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	X		Chief Executive Officer	

## Signatures

/s/ James W.  
Preuninger

05/20/2016

\_\_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) Inclusive of 249,545 shares held of record by The James Preuninger 2013 Five Year GRAT.
  - (2) Sale of 74,605 underlying shares from exercised options related to a 9/30/11 stock option grant of 200,400 options, with the exercise price to be satisfied by sale proceeds (cashless).
  - (3) Sale of 12,227 underlying shares from exercised options related to a 9/30/11 stock option grant of 200,400 options, with the exercise price to be satisfied by sale proceeds (cashless).
  - (4) Sale of 13,168 underlying shares from exercised options related to a 9/30/11 stock option grant of 200,400 options, with the exercise price to be satisfied by sale proceeds (cashless).
  - (5) Partial stock option exercise of a 9/30/11 stock option grant of 200,400 options, expiring on 9/30/16, at an exercise price of \$2.31 per share, with exercise price to be satisfied by sale proceeds (cashless).

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.