

Preuninger James W
 Form 4
 July 20, 2017

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 *
 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)
 07/14/2017

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	07/14/2017			A		97,013		⁽³⁾	⁽³⁾	Common Stock	97,013
Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	07/14/2017			A		136,537		⁽⁶⁾	⁽⁶⁾	Common Stock	136,537
Employee Stock Option (right to buy)	\$ 9.09	07/14/2017			A		232,038		⁽⁷⁾	07/14/2027	Common Stock	232,038

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 07/20/2017

**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) Restricted Stock Units ("RSUs").
- (2) Each RSU represents a contingent right to receive one share of common stock of the registrant.
- (3) The RSUs will vest 25% on each anniversary of the grant date.
Performance Stock Units ("PSUs"). Of the total grant, 28,745 relate to equity compensation for 2017 and 107,792 relate to equity compensation for 2016 as Mr. Preuninger declined any equity award in 2016 in order to maximize the remaining shares available in
- (4) registrant's 2012 Omnibus Incentive Compensation Plan for grants to other employee participants. The target number of units is presented in the table. The number of units that actually vest may be higher or lower than the target amount, depending on the extent to which the registrant meets or exceeds the performance criteria.
- (5) Each PSU represents a contingent right to receive one share of common stock of the registrant.
- (6)

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The PSUs will vest upon the achievement of certain performance criteria related to the registrant's adjusted EBITDA for the fiscal year ended 2018.

(7) The option will vest 25% on the one-year anniversary of the grant date, and 6.25% at the end of each three-month period thereafter.

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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