

Amber Road, Inc.  
Form 4  
May 20, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|                                       |   |   | Code                                 | V   | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock                       | 05/18/2016                              |   | C                                    |   | 74,605   | A \$<br>2.31   | 1,994,789 <sup>(1)</sup> D              |
| Common<br>Stock                       | 05/18/2016                              |   | S                                    |   | 74,605<br><sup>(2)</sup>   | D \$ 5   | 1,920,184 <sup>(1)</sup> D              |
| Common<br>Stock                       | 05/19/2016                              |   | C                                    |   | 12,227   | A \$<br>2.31   | 1,932,411 <sup>(1)</sup> D              |
| Common<br>Stock                       | 05/19/2016                              |   | S                                    |   | 12,227<br><sup>(3)</sup>   | D \$ 5   | 1,920,184 <sup>(1)</sup> D              |
| Common<br>Stock                       | 05/20/2016                              |   | C                                    |   | 13,168   | A \$<br>2.31   | 1,933,352 <sup>(1)</sup> D              |

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Common Stock      05/20/2016      S      13,168<sub>(4)</sub>      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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | 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<br>C/O AMBER ROAD, INC.<br>ONE MEADOWLANDS PLAZA<br>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.

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