

Harvey Kenneth M
Form 4
May 23, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harvey Kenneth M

(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)

05/21/2018

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 ____X____ Other (specify
below) below)

Former Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/21/2018		M	(A) or (D) Amount 13,846 (1)	A \$ 0 186,586	D	
Common Stock	05/21/2018		M	(A) or (D) Amount 24,064 (1)	A \$ 0 210,650	D	
Common Stock	05/21/2018		M	(A) or (D) Amount 11,264 (1)	A \$ 0 221,914	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. De Se (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/21/2018		M		13,846		(3)	(3)	Common Stock	13,846
Restricted Stock Units	(2)	05/21/2018		M		24,064		(4)	(4)	Common Stock	24,064
Restricted Stock Units	(2)	05/21/2018		M		11,264		(5)	(5)	Common Stock	11,264

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harvey Kenneth M C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073				Former Director

Signatures

/s/ Kenneth M.
Harvey

05/24/2018

**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) Delivery of vested RSUs to reporting person upon retirement from registrant's Board of Directors.

(2) Restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of the registrant.

(3)

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The RSUs represent a 9/10/14 annual award grant received by the reporting person, a non-employee member of the Board of Directors of the registrant. Each RSU vested on the first anniversary of the grant date. The registrant delivered the shares underlying the RSUs to the reporting person as soon as practical after the director's retirement from the Board.

- (4) The RSUs represent a 2/10/16 annual award grant received by the reporting person, a non-employee member of the Board of Directors of the registrant. Each RSU vested on the first anniversary of the grant date. The registrant delivered the shares underlying the RSUs to the reporting person as soon as practical after the director's retirement from the Board.

- (5) The RSUs represent a 2/19/15 annual award grant received by the reporting person, a non-employee member of the Board of Directors of the registrant. Each RSU vested on the first anniversary of the grant date. The registrant delivered the shares underlying the RSUs to the reporting person as soon as practical after the director's retirement from the Board.

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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