

Amber Road, Inc.  
Form SC 13D/A  
December 17, 2018

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

**SCHEDULE 13D  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN  
STATEMENTS FILED PURSUANT TO RULE  
13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)**

(Amendment No. 2)\*

Amber Road, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

02318Y108  
(CUSIP Number)

Rishi Bajaj

Managing Principal

Altai Capital Management, L.P.

1509 San Joaquin Plaza

Newport Beach, CA 92660

949-326-9612

with a copy to:

Marc Weingarten & Aneliya Crawford

Schulte Roth & Zabel LLP

919 Third Avenue

Edgar Filing: Amber Road, Inc. - Form SC 13D/A

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 17, 2018

(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☐

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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	NAME OF REPORTING PERSON
<b>1</b>	Altai Capital Management, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
<b>7</b>	0
<b>8</b>	SHARED VOTING POWER
<b>9</b>	2,378,054 SOLE DISPOSITIVE POWER
<b>10</b>	0 SHARED DISPOSITIVE POWER

	2,378,054
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	2,378,054 CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	8.56% TYPE OF REPORTING PERSON  IA, PN

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	NAME OF REPORTING PERSON
<b>1</b>	Altai Capital Management, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
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13	
14	8.56% TYPE OF REPORTING PERSON  HC, OO

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1 NAME OF REPORTING PERSON

Rishi Bajaj  
CHECK THE  
APPROPRIATE " "

2 BOX IF A MEMBER OF (b) x A GROUP

3 SEC USE ONLY  
4 SOURCE OF FUNDS

5 AF  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
6 ORGANIZATION

United States of America  
7 SOLE  
VOTING  
POWER

8 0  
SHARED  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH: 9 2,378,054  
SOLE  
DISPOSITIVE  
POWER

10 0  
SHARED  
DISPOSITIVE  
POWER

2,378,054



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13	
14	8.56% TYPE OF REPORTING PERSON  HC, IN

**CUSIP No. 02318Y108 SCHEDULE 13D/A Page 6 of 8 Pages**

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Act, the undersigned hereby amends the Schedule 13D originally filed on March 12, 2018, (the "Original Schedule 13D") and Amendment No. 1 filed on April 25, 2018, ("Amendment No. 1") with this Amendment No. 2 ("Amendment No. 2," and together with the Original Schedule 13D and Amendment No. 1, the "Schedule 13D") relating to the common stock, par value \$0.001 per share (the "Common Stock"), of Amber Road, Inc., a Delaware corporation (the "Company" or the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 2, 3, 4 and 5 as set forth below.

**Item 2. IDENTITY AND BACKGROUND**

Item 2(b) of the Schedule 13D is hereby amended and restated as follows:

(b) The address of the business office of each of the Reporting Persons is 1509 San Joaquin Plaza, Newport Beach, CA 92660.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Persons used approximately \$21,319,236 (including brokerage commissions) in the aggregate to purchase the Common Stock for the account of Osprey. A total of approximately \$427,501 (including brokerage commissions) in the aggregate was used to purchase the Common Stock held by the Separately Managed Accounts.

The source of the funds used by Osprey to acquire the Common Stock reported herein is the working capital available to Osprey and margin borrowings described in the following sentence. Such shares of Common Stock are held by Osprey in margin accounts, which may extend margin credit to Osprey from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin account are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Stock reported herein.

The source of funds used to acquire the Common Stock held by the Separately Managed Accounts is the working capital available to the Separately Managed Accounts.

**Item 4. PURPOSE OF TRANSACTION**

On December 17, 2018, the Reporting Person issued a letter to the Board of Directors of the Issuer (the “Board,” and such letter, the “Letter to the Board”) in which, among other things, the Reporting Persons expressed their loss of faith in the Issuer’s Board and management’s commitment to protect shareholder interests and maximize value given the Issuer’s poor performance, repeated growth projection misses, and unwillingness to engage with a party wishing to acquire the Issuer at what remains a premium to the Issuer’s trading price. Further, the Reporting Persons demanded that the Board form an independent committee and engage financial advisors immediately in order to sell the Company. The Reporting Persons concluded the Letter to the Board with a commitment to take action, including nominating independent directors to the Board if necessary, if the Board refuses to pursue a strategic review. The foregoing description of the Letter to the Board is qualified in its entirety by reference to the full text of the Letter to the Board, a copy of which is filed as Exhibit 99.1 to this Schedule 13D and is incorporated by reference into this Item 4.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 (a) – (c) of the Schedule 13D is hereby amended and restated as follows:

(a) – (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate 2,378,054 shares of Common Stock, which Common Stock may be deemed to be beneficially owned by each of the Investment Manager, IMGP and Mr. Bajaj, and which represent approximately 8.56% of the Issuer’s currently outstanding Common Stock. The percentages used in this Schedule 13D are calculated based upon approximately 27,792,234 shares of Common Stock outstanding as of November 5, 2018, as reported in the Issuer’s Quarterly Report on Form 10-Q filed on November 9, 2018. For purposes of disclosing the number of shares of Common Stock beneficially owned by each of the Reporting Persons, Investment Manager, IMGP and Mr. Bajaj may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) all shares of Common Stock that are owned beneficially and directly by the Reporting Persons. Each of Investment Manager, IMGP and Mr. Bajaj disclaims beneficial ownership of such shares of Common Stock for all other purposes.

(c) The Reporting Persons have not effected any transactions in the securities of the Issuer during the past 60 days.

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**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information set forth in this statement is true, complete and correct.

Date: December 17, 2018

**ALTAI CAPITAL  
MANAGEMENT, L.P.**

By: /s/ Rishi Bajaj  
Name: Rishi Bajaj  
Title: Authorized Signatory

**ALTAI CAPITAL  
MANAGEMENT, LLC**

By: /s/ Rishi Bajaj  
Name: Rishi Bajaj  
Title: Authorized Signatory

/s/ Rishi Bajaj  
Name: Rishi Bajaj