

Amber Road, Inc.
Form 4
August 11, 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
Expires: January 31,
2005
Estimated average
burden hours per
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)
08/09/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/09/2016		C		58,003	A \$ 2.31	1,978,187	D	
Common Stock	08/09/2016		S		58,003	D \$ 10.3 (1)	1,920,184	D	
Common Stock	08/11/2016		C		41,997	A \$ 2.31	1,962,181	D	
Common Stock	08/11/2016		S		41,997	D \$ 10.3 (2)	1,920,184	D	

Edgar Filing: Amber Road, Inc. - Form 4

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	08/09/2016		M		58,003		09/30/2012	09/30/2016	Common Stock	58,003 (3)
Employee Stock Option (right to buy)	\$ 2.31	08/11/2016		M		41,997		09/30/2012	09/30/2016	Common Stock	41,997 (3)

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 08/11/2016

__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) Sale of 58,003 underlying shares from exercised options related to a 9/30/11 stock option grant of 200,400 options, expiring on 9/30/16, with the exercise price being satisfied by sale proceeds (cashless).
- (2) Sale of 41,997 underlying shares from exercised options related to a 9/30/11 stock option grant of 200,400 options, expiring on 9/30/16, with the exercise price being satisfied by sale proceeds (cashless).
- (3) 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 the 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.