

Conway Thomas E
Form 4
October 10, 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 *
Conway Thomas E

(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)
10/08/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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 Ownership (Instr. 4)
Common Stock	10/08/2018		M	(A) or (D) Amount 25,000 (1)	\$ 0	25,000	D
Common Stock	10/09/2018		S	(A) or (D) Amount 2,722 (1)	\$ 9.92	22,278	D
Common Stock	10/10/2018		S	(A) or (D) Amount 998 (1)	\$ 9.52	21,280	D

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

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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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽²⁾	10/08/2018		M	25,000	10/06/2018 ⁽³⁾ 10/06/2021 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
Conway Thomas E C/O AMBER ROAD, INC. ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Thomas E.
Conway 10/10/2018

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).
- Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On October 6, 2017, the reporting person
- (1) was granted 100,000 RSUs, of which 1/4th vested on October 8, 2018, at which time shares of common stock were sold to satisfy tax withholding obligations.
- (2) Each RSU represents a contingent right to receive one share of common stock of the registrant.
- On October 6, 2017, the reporting person was granted 100,000 RSUs, of which 1/4th vested on October 8, 2018. The remaining unvested
- (3) RSUs will continue to vest as to 1/4th of the original number of shares subject to the RSUs on each succeeding anniversary of the grant date until fully vested on October 6, 2021.

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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