

Preuninger James W  
Form 4  
March 08, 2019

**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)  
03/07/2019

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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/07/2019                              |                                                             | M                                    | Amount<br>682,685<br>(1) (2)                                            | (A)<br>or<br>(D)<br>A<br>(1) (2)<br>Price<br>\$ 0                                                                  | 2,355,054 (1)<br>(2)                                                 | 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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                          | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------|---------------------------------------------------------------------|----------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                      | Date<br>Exercisable                                                 | Expiration<br>Date         | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units <sup>(1)</sup>         | \$ 0                                                               | 03/07/2019                              |                                                             | M                                    |                                                                                                                    | 0                                                              | <u>(1)</u><br><u>(2)</u> | 03/07/2019                                                          | 03/07/2019                 | Common<br>Stock | 0 <u>(1)</u> <u>(2)</u>                |

## 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

03/08/2019

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) Performance Share Units ("PSUs") originally granted on July 14, 2017 in the target amount of 28,745 (for 2017) and 107,792 (for 2016) as disclosed and explained in a Form 4 on July 20, 2017, fully vested on March 7, 2019 based upon the achievement of certain performance criteria related to the registrant's adjusted EBITDA for the fiscal year ended 2018. The performance exceeded the achievement cap resulting in a 5x multiplier to the target number of PSUs.
- (2) The 5x multiplier to the collective target number of 136,537 PSUs results in an award of 682,685 shares of common stock. Although the 682,685 shares of common stock are included in Table I, Column 5 "Amount of Securities Beneficially Owned Following Reported Transactions," Mr. Preuninger has agreed to a deferred delivery of the 682,685 shares in six approximately equal issuances on the first trading day of each month starting in July 2019 and ending in December 2019. Pursuant to a 10b5-1 trading plan that Mr. Preuninger has put in place, each issuance shall be delivered on the first trading day of each month referenced above and 50% of each issuance (representing coverage of the associated tax liability) will be sold in such a consecutive manner so as not to exceed 20,000 shares sold per trading day.

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.