

Amber Road, Inc.
Form 4
March 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
Amber Road, Inc. [AMBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26-04:00/2014

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/26-04:00/2014		C		2,987,756	A	<u>(2)</u> 2,987,756	I	See footnotes (1) (2) (5) (6)
Common Stock	03/26-04:00/2014		S		\$ 674,387	D	<u>(3)</u> <u>(4)</u> 12.09	I	See footnotes (1) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series E Redeemable Convertible Preferred Stock	(2)	03/26-04:00/2014		C	4,472,671	(2)	(2)	Common Stock	2,98

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 03/28-04:00/2014

__Signature of Reporting Person Date

/s/ Kevin P. Treanor,
Attorney-in-fact 03/28-04:00/2014

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

(2) Each share of Series E Redeemable Convertible Preferred Stock, no par value, of Amber Road, Inc. (the "Company"), converted automatically, for no additional consideration, into the Company's common stock, \$0.001 par value (the "Common Stock"), immediately prior to the closing of the Company's initial public offering (the "Initial Offering") of Common Stock.

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(3) In connection with the Initial Offering of Common Stock of the Company, pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus, each dated March 20, 2014, Goldman Sachs, as a selling stockholder, sold 444,602 shares of Common Stock at \$12.09 per share, which represents the \$13.00 Initial Offering price per share of Common Stock, less the underwriting discount of \$0.91 per share of Common Stock. The Initial Offering closed on March 26, 2014.

(4) Pursuant to the Underwriting Agreement and in connection with the Initial Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling stockholders. The Over-Allotment Option closed simultaneously with the Initial Offering on March 26, 2014. Goldman Sachs sold an additional 229,785 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

(5) As of March 26, 2014, as a result of the Initial Offering and the exercise of the Over-Allotment Option, Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 2,313,369 shares of Common Stock of the Company. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(6) The Reporting Persons are no longer beneficial owners of more than 10% of the Common Stock of the Company, and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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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