Amber Road, Inc. Form 3 January 28, 2016

# FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 Ad<br>Person *<br>GAGNON       |             | orting    | 2. Date of Event Requiring<br>Statement<br>(Month/Day/Year) |             | 3. Issuer Name and Ticker or Trading Symbol Amber Road, Inc. [AMBR] |      |  |  |  |  |
|--|-------------|-----------|---|-------------|---|------|--|--|--|--|
| (Last)                                     | (First)     | (Middle)  | 01/25/2016  | ·<br>•      | 4. Relationship of Reporting Person(s) to Issuer                    |      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |  |
| 1370 AVENUE OF THE<br>AMERICAS, 24TH FLOOR |             |           |   |             | (Check all applicable)  |      |  |  |  |  |
| NEW YORK                                   | (Street)    | 0019      |   |             | Director Officer (give title below                                  | Otl  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)                                     | (State)     | (Zip)     |   | Table I - N | - Non-Derivative Securities Beneficially Owned                      |      |  |  |  |  |
| 1.Title of Security (Instr. 4)             |             |           | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) |             | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)            | Owne | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5)                  |  |  |  |
| Common Stock, \$0.001 par value per share  |             |           |   | 564,862 (1) |   | D    | Â  | Â  |  |  |
| Common Stock, \$0.001 par value per share  |             |           |   | 734,521     |   | I    | Parti  | By Managing Member as General<br>Partner of Gagnon Investment<br>Associates  |  |  |
| Common Sto                                 | ck, \$0.001 | par value | per share   | 98,821      |   | Ι    | •  | cimited Partner of the Family nership  |  |  |
| Common Sto                                 | ck, \$0.001 | par value | per share   | 127,750     |   | Ι    | -  | Managing Member as General ner of Darwin Partnership   |  |  |
| Common Stock, \$0.001 par value per share  |             |           | 29,488  |             | I   | Gag  | By Neil Gagnon as Trustee of<br>Gagnon Securities LLC Profit<br>Sharing Plan |  |  |  |

SEC 1473 (7-02)

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

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | <ol><li>Date Exer</li></ol> | cisable and        | 3. Title and Amount of |           | 4.          | 5.          | <ol><li>Nature of Indirect</li></ol> |
|---------------------------------|-----------------------------|--------------------|------------------------|-----------|-------------|-------------|--------------------------------------|
| (Instr. 4)                      | Expiration D                | ate                | Securities Underlying  |           | Conversion  | Ownership   | Beneficial Ownership                 |
|                                 | (Month/Day/Year)            |                    | Derivative Security    |           | or Exercise | Form of     | (Instr. 5)                           |
|                                 |                             |                    | (Instr. 4)             |           | Price of    | Derivative  |                                      |
|                                 | Date<br>Exercisable         | Expiration<br>Date |                        |           | Derivative  | Security:   |                                      |
|                                 |                             |                    |                        | Amount or | Security    | Direct (D)  |                                      |
|                                 |                             |                    | m: .1                  |           |             | or Indirect | rect                                 |
|                                 |                             |                    | Title                  | Number of |             | (I)         |                                      |
|                                 |                             |                    |                        | Shares    |             | (Instr 5)   |                                      |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| . F                            | Director      | 10% Owner | Officer | Other |  |  |
| GAGNON NEIL                    |               |           |         |       |  |  |
| 1370 AVENUE OF THE AMERICAS    | Â             | ÂΧ        | â       | â     |  |  |
| 24TH FLOOR                     | А             | АЛ        | A       | A     |  |  |
| NEW YORK, NY 10019             |               |           |         |       |  |  |

### **Signatures**

/s/ Neil Gagnon 01/28/2016 \*\*Signature of Date Reporting Person

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 5(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).

Neil Gagnon serves as the Chief Executive Officer of Gagnon Advisors, LLC and is the managing member and owner of Gagnon Securities LLC, each of which provide investment management services to investment vehicles and managed accounts (collectively, the "Accounts"), and as such, has investment discretion with respect to the Accounts. Mr. Gagnon's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Accounts, if any.

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.

Reporting Owners 2