

CO-INVESTMENT FUND II, L.P.

Form 4

November 30, 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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cross Atlantic Capital Partners, 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)  
150 N RADNOR CHESTER RD  
#150

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/29/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

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

RADNOR, PA 19087

(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (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, \$0.001 par value per share	11/29/2016		S		153,111	D (1)	\$ 11.5
					3,603,788 (2)	I	
							By Funds (2)

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  
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number.**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cross Atlantic Capital Partners, Inc. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CO INVESTMENT 2000 FUND LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CROSS ATLANTIC TECHNOLOGY FUND II LP 150 N RADNOR CHESTER RD #150 RANDNOR, PA 19087		X		
XATF MANAGEMENT II LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Capital Partners Inc 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
Co-Invest Management LP 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		
CO-INVESTMENT FUND II, L.P. 150 N RADNOR CHESTER RD #150 RADNOR, PA 19087		X		

## Signatures

/s/ Donald R.  
Caldwell

11/30/2016

\_\_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) The sale of the shares was made by Cross Atlantic Technology Fund II, L.P. in connection with its maturity and its obligation to make distributions to its partners.  
  
Consists of. 1,610,880 shares held by The Co-Investment Fund II, L.P. and 1,922,898 shares held by The Co-Investment 2000 Fund, L.P. (the "Funds"). Donald R. Caldwell, a director of the Issuer, is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. Donald R. Caldwell, is director, shareholder and officer of Co-Invest Capital Partners, Inc., which is the general partner Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. Donald R. Caldwell is a director, shareholder and officer of Co-Invest Capital Partners II, Inc., which is the general partner of Co-Invest Management II, L.P., which is the general partner of The Co-Investment Fund II, L.P.

### Remarks:

The Reporting Persons disclaim beneficial ownership of the shares held by the Funds except to the extent of each Reporting Person's ownership.

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.