

Amber Road, Inc.  
Form DFAN14A  
April 15, 2019  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Under Rule 14a-12

**Amber Road, Inc.**

(Name of Registrant as Specified in Its Charter)

**Altai Capital Management, L.P.**

**Altai Capital Osprey, LLC**

**Rishi Bajaj**

**Marshall A. Heinberg**

**James F. Watson**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)



Payment of Filing Fee (check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On April 15, 2019, Altai Capital Management, L.P. (together with its affiliates, "Altai"), together with the other participants named herein (collectively, the "Participants"), issued a shareholder presentation as part of its solicitation effort in connection with its definitive proxy statement filed with the Securities and Exchange Commission on April 8, 2019.

The full presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.