

# **AMBARELLA INC**

Reported by  
**KOHN LESLIE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/17/17 for the Period Ending 03/16/17

Address	3101 JAY STREET SANTA CLARA, CA 95054
Telephone	408-734-8888
CIK	0001280263
Symbol	AMBA
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Kohn Leslie</b>  (Last) (First) (Middle)  <b>3101 JAY STREET</b>  (Street)  <b>SANTA CLARA, CA 95054</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AMBARELLA INC [ AMBA ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CTO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/16/2017</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Ordinary Shares	3/16/2017		M		6475	A	(1)	899104	D	
Ordinary Shares	3/16/2017		S (2)		3662	D	\$56.19	895442	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	3/16/2017		M		3500		(3)	8/27/2023 (3)	Ordinary Shares	3500	\$0.0	7000	D	
Restricted Stock Units	(1)	3/16/2017		M		2975		(4)	9/7/2024 (4)	Ordinary Shares	2975	\$0.0	17850	D	

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- (2) Shares sold to pay tax obligations resulting from the vesting of restricted stock awards and restricted stock units.
- (3) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.
- (4) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kohn Leslie</b> <b>3101 JAY STREET</b> <b>SANTA CLARA, CA 95054</b>	<b>X</b>		<b>CTO</b>	

**Signatures**

By: /s/ Michael Morehead, Attorney in Fact For: Leslie Kohn

3/17/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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