

# **AMBARELLA INC**

Reported by  
**CHEN YUN-LUNG**

## **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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Chen Yun-Lung</b>		<b>AMBARELLA INC [ AMBA ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President, Sales</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>3101 JAY STREET</b>		<b>3/16/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SANTA CLARA, CA 95054</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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		3708	A	(1)	13227 (2)	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
Restricted Stock Units	(1)	3/16/2017		M		1313		(3)	8/27/2023 (3)	Ordinary Shares	1313	\$0.0	2625	D	
Restricted Stock Units	(1)	3/16/2017		M		1159		(4)	9/7/2024 (4)	Ordinary Shares	1159	\$0.0	6957	D	
Restricted Stock Units	(1)	3/16/2017		M		353		(5)	10/7/2025 (5)	Ordinary Shares	353	\$0.0	3533	D	
Restricted Stock Units	(1)	3/16/2017		M		883		(6)	3/6/2026 (6)	Ordinary Shares	883	\$0.0	8826	D	

### Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- (2) Includes 181 shares acquired under the Company's employee stock purchase plan on March 15, 2017.
- (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.
- (5) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2015.
- (6) The restricted stock units vest at the rate of 1/14 per quarter beginning on March 15, 2016.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Chen Yun-Lung</b> <b>3101 JAY STREET</b> <b>SANTA CLARA, CA 95054</b>			<b>Vice President, Sales</b>	

### Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung Chen

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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