

# **AMBARELLA INC**

Reported by  
**WANG FENG-MING**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/20/17 for the Period Ending 09/18/17

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  
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[ ] 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>Wang Feng-Ming</b>		<b>AMBARELLA INC [ AMBA ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>3101 JAY STREET</b>		<b>9/18/2017</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	9/18/2017		M		15430	A	(1)	294717 (2)	D	
Ordinary Shares	9/18/2017		S (3)		11629	D		283088	D	

**Table II - Derivative Securities 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. 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)	9/18/2017		M		4930		(4)	3/15/2019 (4)	Ordinary Shares	4930	\$0.0	29578	D	
Restricted Stock Units	(1)	9/18/2017		M		5250		(5)	8/27/2023 (5)	Ordinary Shares	5250	\$0.0	0	D	
Restricted Stock Units	(1)	9/18/2017		M		5250		(6)	9/7/2024 (6)	Ordinary Shares	5250	\$0.0	21000	D	

### Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Includes 224 shares acquired under the Company's employee stock purchase plan on September 15, 2017.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock awards and restricted stock units.
- The RSUs vest as to 1/8 of the RSUs on June 15, 2017 and 1/8 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2019.
- The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2013.
- The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2014.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Wang Feng-Ming</b> 3101 JAY STREET SANTA CLARA, CA 95054	X		CEO	

### Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Feng-Ming Wang

9/20/2017

--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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