

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
AMBARELLA, INC.		98-0459628	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
MICHAEL MOREHEAD	408-734-8888	mmorehead@ambarella.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
2975 SAN YSIDRO WAY		SANTA CLARA, CA 95051	
8 Date of action		9 Classification and description	
AUGUST 24, 2012		SEE ATTACHED	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
G037AX101		AMBA	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON AUGUST 24, 2012, THERE WAS A 4.5-TO-1 REVERSE STOCK SPLIT OF ORDINARY SHARES AND OUR PREFERENCE SHARES. UPON THE EFFECTIVENESS OF THE REVERSE STOCK SPLIT, EVERY 4.5 SHARES OF OUTSTANDING ORDINARY SHARES WAS DECREASED TO ONE SHARE. SIMILARLY, UPON THE EFFECTIVENESS OF THE REVERSE STOCK SPLIT, EVERY 4.5 SHARES OF PREFERENCE SHARES WAS DECREASED TO ONE PREFERENCE SHARE.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE REVERSE STOCK SPLIT WAS A NON-TAXABLE TRANSACTION UNDER IRC SECTION 305(a) AND ACCORDINGLY A STOCKHOLDER'S BASIS SHALL BE ALLOCATED UNDER IRC SECTION 307(a). UNDER IRC SECTION 307(a), EACH STOCKHOLDER WILL ALLOCATE THE BASIS IN A SHARE OWNED PRIOR TO THE REVERSE STOCK SPLIT OVER THE 4.5 SHARES HELD IMMEDIATELY AFTER THE 4.5-TO-1 REVERSE STOCK SPLIT. AS A RESULT, A STOCKHOLDER WILL DIVIDE THE BASIS IN EACH SHARE HELD BEFORE THE REVERSE STOCK SPLIT BY 4.5 TO DETERMINE THE BASIS IN THAT SHARE.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A STOCKHOLDER WILL MULTIPLY THE BASIS OF EACH SHARE HELD BEFORE THE REVERSE STOCK SPLIT BY 4.5 TO DETERMINE THE BASIS IN THAT SHARE. ACCORDINGLY, THE STOCKHOLDER WILL DIVIDE EACH SHARE HELD BEFORE THE REVERSE STOCK SPLIT BY 4.5 TO DETERMINE THE NUMBER OF SHARES AFTER THE REVERSE STOCK SPLIT.

EXAMPLE:
BEFORE THE STOCK SPLIT: A STOCKHOLDER HOLDS 90 SHARES OF AMBARELLA INC. SERIES A PREFERENCE SHARES WITH A BASIS OF \$9 PER SHARE AND \$810 IN TOTAL.

AFTER THE REVERSE STOCK SPLIT: A STOCKHOLDER HOLDS 20 SHARES OF AMBARELLA INC. SERIES A PREFERENCE SHARES WITH A BASIS OF \$40.50 PER SHARE AND \$810 IN TOTAL.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC SECTION 305(a) AND IRC SECTION 307(a)

18 Can any resulting loss be recognized? ► NO LOSS CAN BE RECOGNIZED IN CONNECTION WITH THE 4.5-TO-1 REVERSE STOCK SPLIT.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE RELEVANT DATE FOR PURPOSES OF DETERMINING TAX BASIS AND RELATED INFORMATION IS AUGUST 24, 2012, THE DATE ON WHICH THE REVERSE STOCK SPLIT WAS EFFECTIVE. THE CORRESPONDING TAX YEAR IS THE RELEVANT TAX YEAR FOR SUCH DETERMINATIONS.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ► [Handwritten Signature] Date ► 1/8/2013

Paid Preparer Use Only	Print your name ► Michael Morehead	Title ► General Counsel			
	Print/Type preparer's name DAN FAULK, CPA	Preparer's signature <u>D. B. Faulk</u>	Date 1/8/13	Check <input type="checkbox"/> if self-employed	PTIN P00158914
	Firm's name ► SINGERLEWAK, LLP	Firm's EIN ► 95-2302617			
	Firm's address ► 100 W. SAN FERNANDO, STE 365, SAN JOSE, CA 95113	Phone no. 408-294-3924			

ATTACHMENT TO FORM 8937

AMBARELLA CORPORATION

FEIN: 83-0385267

PART 1, ITEM 9

As of August 24, 2012, we had the following classes of stock outstanding:

- Ordinary shares, par value \$0.0001
- Series A preference shares, par value \$0.0001
- Series B preference shares, par value \$0.0001
- Series C preference shares, par value \$0.0001
- Series D preference shares, par value \$0.0001