

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* <u>VERHALEN ANDREW W</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2012	3. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [ AMBA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10% Owner Other (specify below)
(Last) (First) (Middle) 260 HOMER AVENUE SUITE 201			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) PALO ALTO CA 94301			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	22,222	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series B Convertible Preference Shares	(1)	(1)	Ordinary Shares	2,085,113 <sup>(1)</sup>	(1)	I	See Footnote <sup>(3)</sup>
Series C Convertible Preference Shares	(2)	(2)	Ordinary Shares	553,250 <sup>(2)</sup>	(1)	I	See Footnote <sup>(4)</sup>

## Explanation of Responses:

- The Series B Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- The Series C Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- Includes 2,085,113 shares held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.
- Includes 553,250 shares held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.

Michael Morehead, by Power  
of Attorney 10/09/2012

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.