

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Day Christopher</u> (Last) (First) (Middle) 3101 JAY STREET (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP of Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/16/2014		M		3,548	A	(1)	20,105	D	
Ordinary Shares	12/16/2014		S(2)		1,879	D	\$46.15	18,226	D	
Ordinary Shares	12/18/2014		S		1,016	D	\$48.18	17,210(3)	D	

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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)	12/16/2014		M			556	(4)	08/27/2022(4)	Ordinary Shares	556	\$0.0	3,889	D	
Restricted Stock Units	(1)	12/16/2014		M			937	(5)	08/26/2023(5)	Ordinary Shares	937	\$0.0	4,688	D	
Restricted Stock Units	(1)	12/16/2014		M			1,093	(6)	08/27/2023(6)	Ordinary Shares	1,093	\$0.0	12,032(7)	D	
Restricted Stock Units	(1)	12/16/2014		M			962	(8)	09/07/2024(8)	Ordinary Shares	962	\$0.0	14,438	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- 13,125 RSUs previously included in this Column as ordinary shares, are now being reported in Table II, as RSUs.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSU's will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.
- 13,125 RSUs previously included in Column 5 of Table I, as ordinary shares, are now being reported in this column, as RSUs.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2014.

By: /s/ Michael Morehead,
Attorney in Fact For:
Christopher Day

12/18/2014

** 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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