

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>BENCHMARK CAPITAL MANAGEMENT CO IV LLC</u>  (Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
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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	Title	Amount or Number of Shares			
Series A Convertible Preference Shares	(1)	(1)	Ordinary Shares	2,777,777 <sup>(1)</sup>	(1)	I	See footnote <sup>(4)</sup>
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	558,347 <sup>(2)</sup>	(2)	I	See footnote <sup>(4)</sup>
Series C Convertible Preference Shares	(3)	(3)	Ordinary Shares	370,370 <sup>(3)</sup>	(3)	I	See footnote <sup>(4)</sup>

1. Name and Address of Reporting Person* <u>BENCHMARK CAPITAL MANAGEMENT CO IV LLC</u>  (Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BENCHMARK CAPITAL PARTNERS IV LP</u>  (Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BENCHMARK FOUNDERS FUND IV LP</u>  (Last) (First) (Middle)
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2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BENCHMARK FOUNDERS FUND IV A LP

(Last)

(First)

(Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BENCHMARK FOUNDERS FUND IV-B LP

(Last)

(First)

(Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

HARVEY KEVIN

(Last)

(First)

(Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BALKANSKI ALEXANDRE

(Last)

(First)

(Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

SPURLOCK STEVEN M

(Last)

(First)

(Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

GURLEY J WILLIAM

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KAGLE ROBERT

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series A 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.
2. 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.
3. The Series C Convertible Preference Shares shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
4. Shares held of record by Benchmark Capital Partners IV, L.P. or BCP IV, as nominee for Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-A, L.P., Benchmark Founders' Fund IV-B, L.P., and related individuals, or the Benchmark Funds. Benchmark Capital Management Co IV, L.L.C., or BCMC IV, is the general partner of BCP IV. BCMC IV's managing members are Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of such individual's pecuniary interest therein.

**Remarks:**

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the managing members of Benchmark Capital Management Co IV, L.L.C., which serves as general partner to Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, Benchmark Founders Fund IV-A, L.P. and Benchmark Founders Fund IV-B, L.P. and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities ) other than any securities being reported herein as being directly owned by such person or entity. The filing of this report is not an admission that any Reporting Persons is the beneficial owners of these shares for purposes of Section 16 or for any other purpose. \*This report is one of two reports, each on a separate Form 3, but relating to the same transaction being filed by entities affiliated with Benchmark Capital and their applicable members.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C. 10/09/2012

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.,  
the General Partner of  
Benchmark Capital Partners  
IV, L.P. 10/09/2012

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund IV,  
L.P. 10/09/2012

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund IV-  
A, L.P. 10/09/2012

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund IV-  
B, L.P. 10/09/2012

/s/ Steven M. Spurlock, by  
power of attorney for Kevin R.  
Harvey. 10/09/2012

/s/ Steven M. Spurlock, by  
power of attorney for 10/09/2012

Alexandre Balkanski

/s/ Steven M. Spurlock

10/09/2012

/s/ Steven M. Spurlock, by

power of attorney for J.

10/09/2012

William Gurley

/s/ Steven M. Spurlock, by

power of attorney for Robert C. Kagle

Kagle

\*\* 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.**