

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

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

1. Name and Address of Reporting Person* <u>Chen Yun-Lung</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2019</u>	
		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 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	03/08/2019		M		2,037	A	\$3.2	27,511	D	
Ordinary Shares	03/08/2019		S		6,320	D	\$41.2755 ⁽¹⁾	21,191	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
Non-Qualified Stock Option (right to buy)	\$3.2	03/08/2019		M			2,037	(2)	07/08/2019	Ordinary Shares	2,037	\$0.0	0	D	
Performance Stock Units	(3)	03/07/2019		A		8,492		(4)	03/15/2022 ⁽⁴⁾	Ordinary Shares	8,492	\$0.0	8,492	D	
Restricted Stock Units	(3)	03/07/2019		A		8,492		(5)	03/15/2022 ⁽⁵⁾	Ordinary Shares	8,492	\$0.0	8,492	D	

Explanation of Responses:

- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$41.1150 to \$41.4000 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- Shares subject to the option vest monthly over four years beginning on August 1, 2009.
- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Reporting person was granted an award of performance-based RSUs covering a target of 8,492 ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, 100% of this award is scheduled to vest on March 15, 2022, subject to continued service requirements through such date. In addition, the number of shares subject to the RSUs may be increased or decreased by up to 100% of the Target RSU Number or may remain the same, based on attainment of specified levels of the Company's total stockholder return over the period of February 1, 2019 through January 31, 2022.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2019.

By: /s/ Michael Morehead,
Attorney in Fact For: Yun-Lung Chen 03/11/2019

** 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.

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.