

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>Pacven Walden Management V Co. Ltd.</u> (Last) (First) (Middle) ONE CALIFORNIA STREET SUITE 2800 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2012	3. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA] 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	1,560,060 ⁽¹⁾	(1)	I	By Pacven Walden Ventures V, L.P. ⁽⁴⁾
Series A Convertible Preference Shares	(1)	(1)	Ordinary Shares	5,413 ⁽¹⁾	(1)	I	By Pacven Walden Ventures V Associates Fund, L.P. ⁽⁴⁾
Series A Convertible Preference Shares	(1)	(1)	Ordinary Shares	35,895 ⁽¹⁾	(1)	I	By Pacven Walden Ventures Parallel V-A C.V. ⁽⁴⁾
Series A Convertible Preference Shares	(1)	(1)	Ordinary Shares	35,895 ⁽¹⁾	(1)	I	By Pacven Walden Ventures Parallel V-B C.V. ⁽⁴⁾
Series A Convertible Preference Shares	(1)	(1)	Ordinary Shares	29,402 ⁽¹⁾	(1)	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽⁴⁾
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	653,291 ⁽²⁾	(2)	I	By Pacven Walden Ventures V, L.P. ⁽⁴⁾
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	2,266 ⁽²⁾	(2)	I	By Pacven Walden Ventures V Associates Fund, L.P. ⁽⁴⁾
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	15,031 ⁽²⁾	(2)	I	By Pacven Walden Ventures Parallel V-A C.V. ⁽⁴⁾
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	15,031 ⁽²⁾	(2)	I	By Pacven Walden Ventures Parallel V-B C.V. ⁽⁴⁾
Series B Convertible Preference Shares	(2)	(2)	Ordinary Shares	12,312 ⁽²⁾	(2)	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽⁴⁾

**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 C Convertible Preference Shares	(3)	(3)	Ordinary Shares	606,690 ⁽³⁾	(3)	I	By Pacven Walden Ventures V, L.P. ⁽⁴⁾
Series C Convertible Preference Shares	(3)	(3)	Ordinary Shares	2,105 ⁽³⁾	(3)	I	By Pacven Walden Ventures V Associates Fund, L.P. ⁽⁴⁾
Series C Convertible Preference Shares	(3)	(3)	Ordinary Shares	13,959 ⁽³⁾	(3)	I	By Pacven Walden Ventures Parallel V-A C.V. ⁽⁴⁾
Series C Convertible Preference Shares	(3)	(3)	Ordinary Shares	13,959 ⁽³⁾	(3)	I	By Pacven Walden Ventures Parallel V-B C.V. ⁽⁴⁾
Series C Convertible Preference Shares	(3)	(3)	Ordinary Shares	11,434 ⁽³⁾	(3)	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽⁴⁾

1. Name and Address of Reporting Person*
[Pacven Walden Management V Co. Ltd.](#)

(Last) (First) (Middle)
ONE CALIFORNIA STREET
SUITE 2800

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[PACVEN WALDEN VENTURES V LP](#)

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ONE CALIFORNIA STREET
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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Pacven Walden Ventures Parallel V-A C.V.](#)

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1. Name and Address of Reporting Person*

PACVEN WALDEN VENTURES V ASSOCIATES FUND LP

(Last) (First) (Middle)

ONE CALIFORNIA STREET
SUITE 2800

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP

(Last) (First) (Middle)

ONE CALIFORNIA STREET
SUITE 2800

(Street)

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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 Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
4. Pacven Walden Management V Co. Ltd. ("Pacven V Mgmt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.

/s/ Lip-Bu Tan

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.