

**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* <b>BENCHMARK CAPITAL MANAGEMENT CO IV LLC</b>  (Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMBARELLA INC [ AMBA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/09/2013</b>	
	4. 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 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	04/09/2013		J <sup>(6)</sup>		669,861	D	\$0	1,360,020	I	See footnote <sup>(1)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		191,982	D	\$0	389,781	I	See footnote <sup>(2)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		25,053	D	\$0	50,865	I	See footnote <sup>(3)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		7,458	D	\$0	15,142	I	See footnote <sup>(4)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		34,845	A	\$0	34,845	I	See footnote <sup>(7)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		7,967	A	\$0	7,967	I	See footnote <sup>(8)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		34,845	A	\$0	34,845	I	See footnote <sup>(9)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		7,629	A	\$0	7,629	I	See footnote <sup>(10)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		1,636	A	\$0	1,636	I	See footnote <sup>(11)</sup>
Ordinary Shares	04/09/2013		J <sup>(6)</sup>		1,039,672	D	\$0	2,110,848	I	See footnote <sup>(5)</sup>

**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)		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)					

1. Name and Address of Reporting Person* <b>BENCHMARK CAPITAL MANAGEMENT CO IV LLC</b>  (Last) (First) (Middle) 2480 SAND HILL ROAD		
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SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BENCHMARK CAPITAL PARTNERS IV 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 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 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\*

DUNLEVIE BRUCE

(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		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[HARVEY KEVIN](#)

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(Last)	(First)	(Middle)
2480 SAND HILL ROAD		
SUITE 200		
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(Street)		
MENLO PARK	CA	94025
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[KAGLE ROBERT](#)

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(Last)	(First)	(Middle)
2480 SAND HILL ROAD		
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(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[SPURLOCK STEVEN M](#)

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(Last)	(First)	(Middle)
2480 SAND HILL ROAD		
SUITE 200		
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(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares are owned directly by Benchmark Capital Partners IV, L.P. ("BCP IV").
- Shares are owned directly by Benchmark Founders' Fund IV, L.P. ("BFF IV").
- Shares are owned directly by Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A").
- Shares are owned directly by Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B").
- Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the Designated Filer and general partner of each of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have had the sole voting and dispositive power over 1,039,672 of the Issuer's Ordinary Shares being distributed by BCP IV and its affiliated funds (the "Benchmark IV Funds") and may be deemed to have the sole voting and dispositive power over 2,110,848 of the Issuer's Ordinary Shares held by the Benchmark IV Funds. BCMC IV and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC IV and its managing members is the beneficial owner of these shares for purposes of Section 16 of any other purpose.
- Represents a pro-rata, in-kind distribution by BCMC IV and the Benchmark IV Funds, without additional consideration, to their respective partners, members and assignees.
- Shares are owned directly by Bruce W. Dunlevie's family trust.
- Shares are owned directly by J. William Gurley.
- Shares are owned directly by Kevin R. Harvey's family trust.
- Shares are owned directly by Robert C. Kagle.
- Shares are owned directly by Steven M. Spurlock's family trust.

**Remarks:**

Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the managing members of BCMC IV, which serves as the general partner to each of BCP IV, BFF IV, BFF IV-A and BFF IV-B. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of such reporting persons' pecuniary interest in such securities.

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.](#)      [04/11/2013](#)

[/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.](#)      [04/11/2013](#)

[/s/ Steven M. Spurlock, as](#)      [04/11/2013](#)

Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund IV,  
L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C., 04/11/2013  
the General Partner of  
Benchmark Founders' Fund IV-  
A, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. IV, L.L.C., 04/11/2013  
the General Partner of  
Benchmark Founders' Fund IV-  
B, L.P.

/s/ Steven M. Spurlock, by  
power of attorney for Bruce W. 04/11/2013  
Dunlevie

/s/ Steven M. Spurlock, by  
power of attorney for J. 04/11/2013  
William Gurley

/s/ Steven M. Spurlock, by  
power of attorney for Kevin R. 04/11/2013  
Harvey

/s/ Steven M. Spurlock, by  
power of attorney for Robert C. 04/11/2013  
Kagle

/s/ Steven M. Spurlock 04/11/2013

\*\* 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.**