

**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
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1. Name and Address of Reporting Person * <u>Day Christopher</u>			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, Marketing</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>3101 JAY STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SANTA CLARA CA 95054</u>								
(City) (State) (Zip)								

**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	12/16/2015		M		3,548	A	(1)	16,108	D	
Ordinary Shares	12/16/2015		S <sup>(2)</sup>		2,041	D	\$56.97	14,067	D	
Ordinary Shares	12/17/2015		S		776	D	\$58.5	13,291	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)	12/16/2015		M			556	(3)	08/27/2022 <sup>(3)</sup>	Ordinary Shares	556	\$0.0	1,667	D	
Restricted Stock Units	(1)	12/16/2015		M			937	(4)	08/26/2023 <sup>(5)</sup>	Ordinary Shares	937	\$0.0	938	D	
Restricted Stock Units	(1)	12/16/2015		M			1,093	(6)	08/27/2023 <sup>(6)</sup>	Ordinary Shares	1,093	\$0.0	7,657	D	
Restricted Stock Units	(1)	12/16/2015		M			962	(7)	09/07/2024 <sup>(7)</sup>	Ordinary Shares	962	\$0.0	10,588	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 award and restricted stock units.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- On August 27, 2013 the reporting person was granted RSUs convertible into 7,500 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.
- 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.
- 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: 12/18/2015  
Christopher Day

\*\* 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.