
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**June 25, 2015
Date of Report (date of earliest event reported)**

AMBARELLA, INC.
(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-35667
(Commission File Number)

98-0459628
(I. R. S. Employer
Identification No.)

**3101 Jay Street
Santa Clara, CA 95054**
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 734-8888

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 – Entry into a Material Definitive Agreement.

On June 25, 2015, Ambarella, Inc. (the “Registrant”) and the owners (the “Sellers”) of VisLab S.r.l., an Italian limited liability corporation (“VisLab”) entered into a definitive purchase agreement (the “Agreement”) pursuant to which the Registrant acquired from the Sellers, on the same date, all of the capital of VisLab (the “Acquisition”). VisLab specializes in perception systems and autonomous vehicle research and is headquartered in Parma, Italy.

Under the terms of the Agreement, the Sellers received a total aggregate consideration of \$30 million in cash. A portion of the consideration was placed into escrow to satisfy certain indemnification obligations of the Sellers described in the Agreement. The Agreement includes customary representations, warranties and indemnification provisions on the part of the Registrant and the Sellers.

The foregoing is a summary of the material provisions of the Agreement. This summary is not intended to be complete and is qualified in its entirety by reference to the Agreement, which the Registrant will file with the Securities and Exchange Commission.

Item 2.01 – Completion of Acquisition or Disposition of Assets.

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.01 by reference.

Item 8.01 – Other Events.

On July 1, 2015, the Registrant issued a press release announcing the Acquisition. A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

None are required pursuant to Regulation S-X.

(b) Pro Forma Financial Information.

None are required pursuant to Regulation S-X.

(c) N/A

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------|
| 99.1 | Press release dated July 1, 2015. |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 1, 2015

Ambarella, Inc.

/s/ George Laplante

George Laplante

Chief Financial Officer

**NEWS RELEASE*****Ambarella Acquires VisLab, a European Developer of Computer Vision and Intelligent Automotive Control Systems******Acquisition adds expertise gained from 20 years of research and development***

SANTA CLARA, Calif., July 1, 2015 — Ambarella, Inc. (NASDAQ: AMBA), a leading developer of video compression and image processing semiconductors, today announced the acquisition of VisLab S.r.l., a privately held Italian company based in Parma, Italy for \$30 million in cash. VisLab, the Vision and Intelligent Systems Laboratory at the University of Parma, is a pioneer in perception systems and autonomous vehicle research and was founded by Professor Alberto Broggi. The company has developed computer vision and intelligent control systems for automotive and other commercial applications, including Advanced Driver Assistance Systems and several generations of autonomous vehicle driving systems. These include “Porter,” an autonomous vehicle that made a 13,000 km autonomous trip from Italy to China in 2010.

“Computer vision is an area of significant focus for Ambarella, and will be critical to our current video markets, as well as future markets such as automotive OEM cameras,” said Fermi Wang, CEO of Ambarella. “We are delighted to welcome Dr. Broggi and the VisLab team to Ambarella to jointly define, develop and deploy future generations of computer vision solutions.”

“The unique combination of VisLab’s computer vision expertise and Ambarella’s high performance, power-efficient video processing technology will enable extremely powerful systems,” said Professor Broggi. “We are very pleased to join Ambarella and to realize the full potential of our research and algorithms across a wide range of customers’ products.”

As part of the acquisition, VisLab’s 27 researchers will join Ambarella’s advanced computer vision development team. This will enable extensive and robust computer vision support in future Ambarella solutions targeting Ambarella’s core markets including automotive, IP security, wearable, and flying cameras.

Conference Call

Ambarella plans to hold a conference call at 1:30 p.m. Pacific Time /4:30 p.m. Eastern Time today with Fermi Wang, Chief Executive Officer, and George Laplante, Chief Financial Officer. The call can be accessed by dialing 877-304-8963 in the USA; international callers should dial

760-666-4834. Participant passcode is “Ambarella.” Please dial in ten minutes prior to the scheduled conference call time. A live and archived webcast of the call will be available on Ambarella’s website at <http://www.ambarella.com/> for one week.

Further Information

Further information can be obtained directly from Ambarella at www.ambarella.com/about/contact/inquiries
The URL for this news release is: www.ambarella.com/about/news-events.html

About Ambarella

Ambarella, Inc. (NASDAQ: AMBA), is a leading developer of low-power, high-definition (HD) and Ultra HD video compression and image processing solutions. The company’s products are used in a variety of HD cameras including security IP-cameras, sports cameras, wearable cameras, flying cameras and automotive video camera recorders. Ambarella compression chips are also used in broadcasting TV programs worldwide. Ambarella is the recipient of the Global Semiconductor Alliance 2014 Award for “Most Respected Emerging Public Semiconductor Company.” For more information about Ambarella, please visit www.ambarella.com.

Contacts:

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All brand names, product names, or trademarks belong to their respective holders. Ambarella reserves the right to alter product and service offerings, specifications and pricing at any time without notice.

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