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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM SD**

**SPECIALIZED DISCLOSURE REPORT**

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**Ambarella, Inc.**

(Exact name of the registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**001-35667**  
(Commission  
File Number)

**98-0459628**  
(IRS Employer  
Identification No.)

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

**95054**  
(Zip code)

**Michael Morehead, General Counsel (408) 734-8888**  
(Name and telephone number, including area code, of the person to contact in connection with this report.)

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Check the appropriate box to indicate the rule pursuant to which this form is being filed and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2019.

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**Section 1 – Conflict Minerals Disclosure**

**ITEM 1.01 – Conflicts Minerals Disclosure and Report**

*Conflict Minerals Disclosure*

The Conflict Minerals Report of Ambarella, Inc., a Cayman Islands corporation, for the calendar year ended December 31, 2019 is filed herewith as Exhibit 1.01 and is accessible through our website at: <http://investor.ambarella.com/sec.cfm>. The website and information accessible through it are not incorporated into this document.

**ITEM 1.02 – Exhibits**

The Conflict Minerals Report for the calendar year ended December 31, 2019 is filed as Exhibit 1.01.

**Section 2 – Exhibits**

**Item 2.01 Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 1.01               | Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form. |

**SIGNATURES**

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

**AMBARELLA, INC.**

Date: May 29, 2020

By: /s/ Michael Morehead

Michael Morehead  
General Counsel

**Conflict Minerals Report of Ambarella, Inc.  
in Accordance with Rule 13p-1 under the Securities Exchange Act of 1934**

This is the Conflict Minerals Report for Ambarella, Inc. (“Ambarella”, “we”, “us”, “our”, or the “Company”), filed with the Securities Exchange Commission (SEC) in accordance with Rule 13p-1 (the “Rule”) under the Securities Exchange Act of 1934 (the “1934 Act”) for calendar year 2019. The Rule was adopted by the SEC to implement reporting and disclosure requirements related to conflict minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act). The Rule imposes certain reporting obligations on SEC registrants whose manufactured products contain conflict minerals that are necessary to the functionality or production of their products. “Conflict minerals” are defined as cassiterite, columbite-tantalite, gold, wolframite, and their derivatives, which are limited to tin, tantalum, tungsten, and gold (3TG) for the purposes of this assessment.

The statements below are based on the activities performed to date in good faith by the Company and information available at the time of this filing.

### **1. Company Overview; Covered Products**

Ambarella was incorporated in the Cayman Islands in 2004. We design, market and sell low-power system-on-chips (SoCs) offering high-resolution video compression, advanced image processing, and computer vision functionality. Ambarella’s SoC solutions are used in a variety of human and computer vision applications, including video security cameras, wearable cameras, drone cameras, automotive cameras, and industrial and robotic applications. We sell our SoC solutions to original equipment manufacturers (OEMs) of camera devices as well as to design manufacturers (ODMs) and other suppliers that support OEMs.

During the 2019 calendar year, we sub-contracted to manufacture our SoC products containing 3TG minerals and the use of these minerals is necessary to the functionality or production of our SoC products.

### **2. Supply Chain Overview**

We operate our business based on a fabless semiconductor model. Accordingly, we rely on third parties, primarily located in Asia, for substantially all of our manufacturing operations, including wafer fabrication, assembly and testing of our SoC products. There are multiple tiers between our company and the mines that produce conflict minerals used in our products. Accordingly, we rely on our direct suppliers to provide information on the origin of the conflict minerals that are included in our products. All of our suppliers of conflict minerals have adopted a conflict minerals policy and due diligence framework based on the Organisation for Economic Co-operation and Development (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.

### **3. Due Diligence Program**

Our due diligence processes and efforts have been developed in conjunction with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and the related supplements for 3TG minerals. We designed our due diligence process to conform in all material respects with these guidelines. Our due diligence measures include:

- Identification of the components in Ambarella products that contain conflict minerals, and the suppliers through which those components are sourced.
- Conducting a supply-chain survey with direct suppliers of materials containing conflict minerals using the standard Conflict Minerals Reporting Template (CMRT) from the Responsible Minerals Initiative (RMI).

- Communicating with any direct suppliers that did not timely respond to surveys or provide complete responses.
- Comparing the smelters and refiners identified in the supply-chain survey against the list of smelter facilities which have been identified as compliant with RMI's Responsible Minerals Assurance Protocol.

Our conflict minerals project team responsible for conducting the due diligence is comprised of employees in our operations department, which is responsible for selecting and retaining relationships with our third-party vendors. Our due diligence process is overseen by executives from our operations and legal functions.

We have retained all relevant documentation from our reasonable due diligence measures to ensure the retention of relevant documentation.

#### **4. Reasonable Country of Origin Inquiry (RCOI) and RCOI Results**

We conducted a survey of our active suppliers using a template from the Responsible Minerals Initiative (RMI), known as the Conflict Minerals Reporting Template. The template was developed to facilitate disclosure and communication of information regarding smelters that provide material to a company's supply chain. It includes questions regarding a company's conflict-free sourcing policy, engagement with its direct suppliers, and a listing of the smelters the company and its suppliers use. In addition, the template contains questions about the origin of conflict minerals included in their products, as well as due diligence undertaken by the supplier. We believe this template is widely used by companies in our industry for the purpose of conducting due diligence related to conflict minerals.

During the process of our review, we identified our direct suppliers who fell within the scope of our RCOI. We sent the Conflict Minerals Reporting Template to these direct suppliers and received responses from each of them. Each of our direct suppliers indicated that they had received data or information about the origin of 3TG minerals from all of their suppliers. Each of our direct suppliers also indicated that they reported all of the applicable smelter and refinery information in their response to our inquiry.

Based on our due diligence activities, our suppliers identified a total of 83 smelters and refiners from which 3TG minerals may have been sourced. All of our suppliers indicated that they do source some 3TG minerals from covered countries. All of the smelters and refiners identified by our suppliers as sourcing from covered countries have been certified as compliant with the Responsible Minerals Assurance Protocol (RMAP).

#### **5. Audit of Supply Chain Due Diligence**

As noted above, as a fabless semiconductor company we do not have a direct relationship with 3TG smelters and refiners, and we did not perform direct audits of the entities in our supply chain. As a downstream purchaser of materials and components that contain conflict minerals, our due diligence measures cannot provide absolute assurance regarding the source and chain of custody of the conflict minerals in our Covered Products. However, we do rely upon industry third-party audit programs such as RMI's Responsible Minerals Assurance Protocol (RMAP).

#### **6. Facilities Used to Process Conflict Materials**

Based on our due diligence process and the information received from our suppliers, the following facilities were identified by our suppliers as the smelters and refiners of the 3TG minerals present in and necessary to the functionality of our products manufactured in the calendar year ended December 31, 2019. This list is presented in good faith based upon the information we have to date.

| <u>METAL</u> | <u>NAME OF SMELTER OR REFINERY</u>             | <u>LOCATION</u>                  | <u>CID #</u> |
|--------------|--|----------------------------------|--------------|
| Tantalum     | Changsha South Tantalum Niobium Co., Ltd.      | CHINA                            | CID000211    |
| Tantalum     | Guangdong Rising Rare Metals-EO Materials Ltd. | CHINA                            | CID000291    |
| Tantalum     | Exotech Inc.                                   | UNITED STATES OF AMERICA         | CID000456    |
| Tantalum     | F&X Electro-Materials Ltd.                     | CHINA                            | CID000460    |
| Tantalum     | Solikamsk Magnesium Works OAO                  | RUSSIAN FEDERATION               | CID001769    |
| Tantalum     | Ulba Metallurgical Plant JSC                   | KAZAKHSTAN                       | CID001969    |
| Tantalum     | D Block Metals, LLC                            | UNITED STATES OF AMERICA         | CID002504    |
| Tantalum     | H.C. Starck Co., Ltd.                          | THAILAND                         | CID002544    |
| Tantalum     | H.C. Starck Tantalum and Niobium GmbH          | GERMANY                          | CID002545    |
| Tantalum     | H.C. Starck Inc.                               | UNITED STATES OF AMERICA         | CID002548    |
| Tantalum     | H.C. Starck Ltd.                               | JAPAN                            | CID002549    |
| Tantalum     | H.C. Starck Smelting GmbH & Co. KG             | GERMANY                          | CID002550    |
| Tantalum     | Global Advanced Metals Boyertown               | UNITED STATES OF AMERICA         | CID002557    |
| Tantalum     | Global Advanced Metals Aizu                    | JAPAN                            | CID002558    |
| Tantalum     | Ningxia Orient Tantalum Industry Co., Ltd.     | CHINA                            | CID001277    |
| Tin          | Alpha  | UNITED STATES OF AMERICA         | CID000292    |
| Tin          | CV United Smelting                             | INDONESIA                        | CID000315    |
| Tin          | Dowa   | JAPAN                            | CID000402    |
| Tin          | Gejiu Non-Ferrous Metal Processing Co., Ltd.   | CHINA                            | CID000538    |
| Tin          | Gejiu Zili Mining And Metallurgy Co., Ltd.     | CHINA                            | CID000555    |
| Tin          | Malaysia Smelting Corporation (MSC)            | MALAYSIA                         | CID001105    |
| Tin          | Mineracao Taboca S.A.                          | BRAZIL                           | CID001173    |
| Tin          | Minsur   | PERU                             | CID001182    |
| Tin          | Mitsubishi Materials Corporation               | JAPAN                            | CID001191    |
| Tin          | Operaciones Metalurgicas S.A.                  | BOLIVIA (PLURINATIONAL STATE OF) | CID001337    |
| Tin          | PT Bangka Tin Industry                         | INDONESIA                        | CID001419    |
| Tin          | PT Bukit Timah                                 | INDONESIA                        | CID001428    |
| Tin          | PT DS Jaya Abadi                               | INDONESIA                        | CID001434    |
| Tin          | PT Mitra Stania Prima                          | INDONESIA                        | CID001453    |
| Tin          | PT Prima Timah Utama                           | INDONESIA                        | CID001458    |
| Tin          | PT Refined Bangka Tin                          | INDONESIA                        | CID001460    |
| Tin          | PT Stanindo Inti Perkasa                       | INDONESIA                        | CID001468    |
| Tin          | PT Timah Tbk Kundur                            | INDONESIA                        | CID001477    |
| Tin          | PT Timah Tbk Mentok                            | INDONESIA                        | CID001482    |
| Tin          | PT Tinindo Inter Nusa                          | INDONESIA                        | CID001490    |
| Tin          | PT Tommy Utama                                 | INDONESIA                        | CID001493    |
| Tin          | Rui Da Hung                                    | TAIWAN, PROVINCE OF CHINA        | CID001539    |
| Tin          | Thaisarco                                      | THAILAND                         | CID001898    |
| Tin          | Gejiu Yunxin Nonferrous Electrolysis Co., Ltd. | CHINA                            | CID001908    |
| Tin          | White Solder Metalurgia e Mineracao Ltda.      | BRAZIL                           | CID002036    |

|          |   |                          |           |
|----------|---|--------------------------|-----------|
| Tin      | Yunnan Chengfeng Non-ferrous Metals Co., Ltd.     | CHINA                    | CID002158 |
| Tin      | Yunnan Tin Company Limited                        | CHINA                    | CID002180 |
| Tin      | CV Venus Inti Perkasa                             | INDONESIA                | CID002455 |
| Tin      | PT Rajehan Ariq                                   | INDONESIA                | CID002593 |
| Tin      | Metallo Belgium N.V.                              | BELGIUM                  | CID002773 |
| Tin      | PT Bangka Prima Tin                               | INDONESIA                | CID002776 |
| Tin      | Guangdong Hanhe Non-Ferrous Metal Co., Ltd.       | CHINA                    | CID003116 |
| Tungsten | A.L.M.T. Corp.                                    | JAPAN                    | CID000004 |
| Tungsten | Kennametal Huntsville                             | UNITED STATES OF AMERICA | CID000105 |
| Tungsten | Chongyi Zhangyuan Tungsten Co., Ltd.              | CHINA                    | CID000258 |
| Tungsten | Fujian Jinxin Tungsten Co., Ltd.                  | CHINA                    | CID000499 |
| Tungsten | Global Tungsten & Powders Corp.                   | UNITED STATES OF AMERICA | CID000568 |
| Tungsten | Hunan Chunchang Nonferrous Metals Co., Ltd.       | CHINA                    | CID000769 |
| Tungsten | Japan New Metals Co., Ltd.                        | JAPAN                    | CID000825 |
| Tungsten | Ganzhou Huaxing Tungsten Products Co., Ltd.       | CHINA                    | CID000875 |
| Tungsten | Wolfram Bergbau und Hutten AG                     | AUSTRIA                  | CID002044 |
| Tungsten | Xiamen Tungsten Co., Ltd.                         | CHINA                    | CID002082 |
| Tungsten | Xiamen Tungsten (H.C.) Co., Ltd.                  | CHINA                    | CID002320 |
| Tungsten | Jiangxi Gan Bei Tungsten Co., Ltd.                | CHINA                    | CID002321 |
| Tungsten | Ganzhou Seadragon W & Mo Co., Ltd.                | CHINA                    | CID002494 |
| Tungsten | Chenzhou Diamond Tungsten Products Co., Ltd.      | CHINA                    | CID002513 |
| Tungsten | H.C. Starck Tungsten GmbH                         | GERMANY                  | CID002541 |
| Tungsten | H.C. Starck Smelting GmbH & Co. KG                | GERMANY                  | CID002542 |
| Tungsten | Masan Tungsten Chemical LLC (MTC)                 | VIET NAM                 | CID002543 |
| Tungsten | Jiangwu H.C. Starck Tungsten Products Co., Ltd.   | CHINA                    | CID002551 |
| Tungsten | Niagara Refining LLC                              | UNITED STATES OF AMERICA | CID002589 |
| Tungsten | Unecha Refractory metals plant                    | RUSSIAN FEDERATION       | CID002724 |
| Tungsten | Woltech Korea Co., Ltd.                           | KOREA, REPUBLIC OF       | CID002843 |
| Gold     | Aida Chemical Industries Co., Ltd.                | JAPAN                    | CID000019 |
| Gold     | Asahi Pretec Corp.                                | JAPAN                    | CID000082 |
| Gold     | Asaka Riken Co., Ltd.                             | JAPAN                    | CID000090 |
| Gold     | Heraeus Metals Hong Kong Ltd.                     | CHINA                    | CID000707 |
| Gold     | Ishifuku Metal Industry Co., Ltd.                 | JAPAN                    | CID000807 |
| Gold     | JX Nippon Mining & Metals Co., Ltd.               | JAPAN                    | CID000937 |
| Gold     | Matsuda Sangyo Co., Ltd.                          | JAPAN                    | CID001119 |
| Gold     | Metalor Technologies S.A.                         | SWITZERLAND              | CID001153 |
| Gold     | Mitsubishi Materials Corporation                  | JAPAN                    | CID001188 |
| Gold     | Mitsui Mining and Smelting Co., Ltd.              | JAPAN                    | CID001193 |
| Gold     | Nihon Material Co., Ltd.                          | JAPAN                    | CID001259 |
| Gold     | Shandong Zhaojin Gold & Silver Refinery Co., Ltd. | CHINA                    | CID001622 |
| Gold     | Sumitomo Metal Mining Co., Ltd.                   | JAPAN                    | CID001798 |
| Gold     | Tanaka Kikinzoku Kogyo K.K.                       | JAPAN                    | CID001875 |
| Gold     | Tokuriki Honten Co., Ltd.                         | JAPAN                    | CID001938 |