SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] PAISLEY CHRISTOPHER B (Last) (First) (Middle) 3101 JAY STREET (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol AMBARELLA INC [AMBA] 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	06/15/2016		M		1,000	A	$6	8,861	D	
Ordinary Shares	06/15/2016		S[(1)]		1,000	D	$51.96	7,861	D	
Ordinary Shares	06/16/2016		M		1,153	A	[(2)]	9,014	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$6	06/15/2016		M			1,000	[(3)]	10/08/2022	Ordinary Shares	1,000	$0.0	17,667	D	
Restricted Stock Units	[(2)]	06/16/2016		M			1,153	[(4)]	09/15/2016[(4)]	Ordinary Shares	1,153	$0.0	1,153	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on June 15, 2015.

2. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

3. Shares subject to the option vest monthly over four years beginning on August 20, 2012.

4. The restricted stock units will vest as to 1/4th of the restricted stock units each three months following the vesting start date of September 15, 2015, so as to be 100% vested on September 15, 2016.

By: /s/ Michael Morehead, Attorney in Fact For: Christopher Paisley

06/17/2016

** Signature of Reporting Person   Date