

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>VERHALEN ANDREW W</u> (Last) (First) (Middle) <u>260 HOMER AVENUE</u> <u>SUITE 201</u> (Street) <u>PALO ALTO CA 94301</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2012</u>	
	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 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	10/15/2012		C		2,638,363	A	(1)(2)	2,638,363	I	See Footnotes ⁽³⁾⁽⁴⁾
Ordinary Shares								22,222	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				
Series B Convertible Preference Shares	(1)	10/15/2012		C			2,085,113	(1)	(1)	Ordinary Shares	2,085,113	\$0	0	I	See Footnote ⁽³⁾
Series C Convertible Preference Shares	(2)	10/15/2012		C			553,250	(2)	(2)	Ordinary Shares	553,250	\$0	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- The Series B Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- Includes 2,085,113 shares held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.
- Includes 553,250 shares held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.

Michael Morehead, by Power of Attorney 10/15/2012

** 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.