

**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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Wang Feng-Ming</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2023</u>			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		
3101 JAY STREET			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	03/15/2023		M		37,383	A	(1)	734,796 <sup>(2)</sup>	D	
Ordinary Shares	03/17/2023		S		16,644 <sup>(3)</sup>	D	\$76.85	718,152	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
Performance Stock Units	(1)	03/15/2023		M			43,109	(4)	(4)	Ordinary Shares	43,109	\$0.0	0	D	
Restricted Stock Units	(1)	03/15/2023		M			3,593	(5)	03/15/2023 <sup>(5)</sup>	Ordinary Shares	3,593	\$0.0	0	D	
Restricted Stock Units	(1)	03/15/2023		M			1,468	(6)	03/15/2024 <sup>(6)</sup>	Ordinary Shares	1,468	\$0.0	5,870	D	
Restricted Stock Units	(1)	03/15/2023		M			2,241	(7)	03/15/2025 <sup>(7)</sup>	Ordinary Shares	2,241	\$0.0	17,927	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Includes 191 shares acquired under the Company's employee stock purchase plan on March 15, 2023.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- On March 25, 2020, reporting person was granted a performance-based RSU award covering a target number of ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, the award would vest in full on March 15, 2023, subject to continued service requirements through such date. In addition, the number of shares subject to the award could be increased or decreased by up to 100% of the Target RSU Number, based on attainment of specified levels of the Company's total stockholder return over the period of February 1, 2020 through January 31, 2023 (the "TSR Period"). As a result of the Company's TSR performance over the TSR Period, the number of shares eligible to vest was 69.78% of the Target RSU Number.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2020.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2021.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2022.

By: /s/ Michael Morehead,  
Attorney-in-Fact For: Feng- 03/17/2023  
Ming Wang

\*\* 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.