

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

**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

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>Kohn Leslie</u>  (Last) (First) (Middle) 3101 JAY STREET  (Street) SANTA CLARA CA 95054  (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  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/16/2021		M		46,070	A	(1)	884,112	D	
Ordinary Shares	03/16/2021		S		22,417 <sup>(2)</sup>	D	\$112	861,695	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
Restricted Stock Units	(1)	03/16/2021		M		41,522		(3)	03/15/2021 <sup>(3)</sup>	Ordinary Shares	41,522	\$0.0	0	D	
Restricted Stock Units	(1)	03/16/2021		M		4,037		(4)	06/15/2021 <sup>(4)</sup>	Ordinary Shares	4,037	\$0.0	4,037	D	
Restricted Stock Units	(1)	03/16/2021		M		2,967		(5)	03/15/2022 <sup>(5)</sup>	Ordinary Shares	2,967	\$0.0	11,868	D	
Restricted Stock Units	(1)	03/16/2021		M		2,734		(6)	03/15/2023 <sup>(6)</sup>	Ordinary Shares	2,734	\$0.0	21,878	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- On June 7, 2018, reporting person was granted an RSU award covering a target of 20,761 ordinary shares (the "Target RSU Number"), subject to satisfaction of predetermined, performance-based vesting criteria that could result in 0% to 200% of the Target RSU Number becoming eligible to vest, subject to certain adjustments. On February 28, 2019, the Company's Board of Directors determined the performance criteria had been satisfied at a level that resulted in 200% of the Target RSU Number becoming eligible for time-based vesting. Pursuant to time-based vesting requirements, the award would vest on March 15, 2021, subject to possible adjustment based on a total stockholder return ("TSR") performance metric for the period February 1, 2018 to January 31, 2021 (the "TSR Period"). As a result of the Company's TSR performance over the TSR Period, the RSUs eligible to vest were reduced by 25% of the Target RSU Number. A total of 36,332 ordinary shares were delivered to reporting person.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on June 15, 2018.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2019.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2020.

By: /s/ Michael Morehead,  
Attorney-in-Fact For: Leslie 03/18/2021  
Kohn

\*\* 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.