

October 5, 2012

**VIA EDGAR**

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, DC 20549

Attention: Amanda Ravitz  
Praveen Kartholy  
Geoffrey Kruczek  
Jay Mumford  
Gary Todd

**Re: Ambarella, Inc.  
Registration Statement on Form S-1 (File No. 333-174838)  
Form 8-A (File No. 001-35667)**

Ladies and Gentlemen:

In connection with the above-captioned Registration Statement, we wish to advise that between September 26, 2012 and the date hereof, 3,498 copies of the Preliminary Prospectus dated September 26, 2012 were distributed to prospective underwriters, institutional investors and prospective dealers.

We have been informed by the participating underwriters that they will comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

We hereby join in the request of the registrant that the effectiveness of the above-captioned Registration Statement, as amended, be accelerated to 4:00 p.m. Eastern Time on October 9, 2012 or as soon thereafter as practicable.

*(Signature Page Follows)*

Very truly yours,

MORGAN STANLEY & CO. LLC  
DEUTSCHE BANK SECURITIES INC.

As Representatives of the  
Prospective Underwriters

By: Morgan Stanley & Co. LLC

By: /s/ Cynthia Gaylor

Name: Cynthia Gaylor  
Title: Managing Director

By: Deutsche Bank Securities Inc.

By: /s/ John Reed

Name: John Reed  
Title: Director

By: /s/ Francis M. Windels

Name: Francis M. Windels  
Title: Managing Director

*[Signature Page to Acceleration Request]*