SEC Form 4

FORM 4

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

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* **Wang Feng-Ming** (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) 09/16/2014 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 X Officer (give title Other (specify below) below) CEO 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	09/16/2014		M		5,542	A	(1)	332,249(2)	D	
Ordinary Shares	09/16/2014		S(3)		4,548	D	$33.66	327,701	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				
Restricted Stock Units	(1)	09/16/2014		M			1,042	(4)	08/27/2022(4)	Ordinary Shares	1,042	$0.0	8,334	D	
Restricted Stock Units	(1)	09/16/2014		M			4,500	(5)	08/26/2023(6)	Ordinary Shares	4,500	$0.0	27,000	D	

Explanation of Responses:

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

2. Includes 364 shares acquired under the Company's employee stock purchase plan on September 15, 2014.

3. Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

4. The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.

5. On August 27, 2013 the reporting person was granted RSUs convertible into 36,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.

6. The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSU's will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

By: /s/ Michael Morehead, Attorney in Fact For: Feng-Ming Wang   09/17/2014

** 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.

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