

OMB APPROVAL	
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**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* <b>MATRIX PARTNERS VII LP ET AL</b> <hr/> (Last) (First) (Middle) <b>1000 WINTER STREET</b> <b>SUITE 4500</b> <hr/> (Street) <b>WALTHAM MA 02451</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>AMBARELLA INC [ AMBA ]</b> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <b>10/15/2012</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			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	(2)(3)	2,638,363	I	See Footnote <sup>(1)</sup>	

**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	(2)	10/15/2012		C			2,085,113	(2)	(2)	Ordinary Shares	2,085,113	\$0	0	I	See Footnote <sup>(1)</sup>
Series C Convertible Preference Shares	(3)	10/15/2012		C			553,250	(3)	(3)	Ordinary Shares	553,250	\$0	0	I	See Footnote <sup>(1)</sup>

**Explanation of Responses:**

- All shares held by Matrix Partners VII, L.P. Matrix VII Management Co. L.L.C. is the General Partner of the aforementioned entity and disclaims beneficial ownership of the shares owned by the entity except to the proportionate pecuniary interest therein.
- 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.

/s/ Attorney-in-Fact for Matrix VII Management Co., LLC 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.