

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>VERHALEN ANDREW W</u>  (Last) (First) (Middle) 260 HOMER AVENUE, SUITE 201  (Street) PALO ALTO CA 94301  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2013	
		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	12/11/2013		J <sup>(1)</sup>		938,363	D	\$0.00	0	I	See Footnote <sup>(2)</sup>
Ordinary Shares	12/11/2013		J <sup>(1)</sup>		23,761	A	\$0.00	90,521	D	
Ordinary Shares	12/16/2013		M		695	A	<sup>(3)</sup>	91,216	D	
Ordinary Shares	12/11/2013		J <sup>(1)</sup>		2,003	A	\$0.00	3,850	I	By Nicole Brownstone Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J <sup>(1)</sup>		2,003	A	\$0.00	3,850	I	By Sara Rose Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J <sup>(1)</sup>		8,009	A	\$0.00	8,009	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/16/2013		S		6,601	D	\$25.0097 <sup>(4)</sup>	1,408	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/17/2013		S		1,408	D	\$25.015 <sup>(4)</sup>	0	I	By Verhalen Brownstone Family Partners

**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	<sup>(1)</sup>	12/16/2013		M		695		<sup>(5)</sup>	<sup>(5)</sup>	Ordinary Shares	695	\$0.00	1,389	D	

Explanation of Responses:

1. Represents a pro-rata, in-kind distribution by Matrix Partners VII, L.P., without consideration, to its partners.
2. Such shares were held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaimed beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.
3. Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
4. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$25.00 to \$25.04 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
5. Of the total 2,778 shares, the RSUs vest as to one-fourth of the RSUs each three months following June 15, 2013.

**Remarks:**

/s/ Andrew Verhalen

12/17/2013

\*\* 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.**