

AMBARELLA INC
Form 4
December 18, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VERHALEN ANDREW W

2. Issuer Name and Ticker or Trading Symbol
AMBARELLA INC [AMBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
260 HOMER AVENUE, SUITE 201
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

PALO ALTO, CA 94301

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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. 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)
Ordinary Shares	12/11/2013		J ⁽¹⁾	938,363 D \$ 0	0	I	See Footnote ⁽²⁾
Ordinary Shares	12/11/2013		J ⁽¹⁾	23,761 A \$ 0	90,521	D	
Ordinary Shares	12/16/2013		M	695 A <u>(3)</u>	91,216	D	
Ordinary Shares	12/11/2013		J ⁽¹⁾	2,003 A \$ 0	3,850	I	By Nicole Brownstone Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J ⁽¹⁾	2,003 A \$ 0	3,850	I	By Sara

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Shares									
									Rose Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J ⁽¹⁾	8,009	A	\$ 0	8,009	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/16/2013		S	6,601	D	\$ 25.0097 (4)	1,408	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/17/2013		S	1,408	D	\$ 25.015 (4)	0	I	By Verhalen Brownstone Family Partners

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	⁽¹⁾	12/16/2013		M	695	⁽⁵⁾	⁽⁵⁾	Ordinary Shares	695	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

