

AMBARELLA INC

Form 4

June 27, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pacven Walden Management V Co.
Ltd.

(Last) (First) (Middle)

ONE CALIFORNIA
STREET, SUITE 2800

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former 10% holder

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Ordinary Shares	06/24/2013		J ⁽²⁾	705,010 D \$ 0	2,115,031	I	By Pacven Walden Ventures V, L.P. ⁽¹⁾
Ordinary Shares	06/24/2013		J ⁽³⁾	2,446 D \$ 0	7,338	I	By Pacven Walden Ventures V Associates Fund, L.P. ⁽¹⁾
Ordinary Shares	06/24/2013		J ⁽⁴⁾	16,221 D \$ 0	48,664	I	By Pacven Walden Ventures

Ordinary Shares	06/24/2013	J ⁽⁵⁾	16,221	D	\$ 0	48,664	I	Parallel V-A C.V. ⁽¹⁾
Ordinary Shares	06/24/2013	J ⁽⁶⁾	13,287	D	\$ 0	39,861	I	By Pacven Walden Ventures Parallel V-B C.V. ⁽¹⁾
Ordinary Shares	06/24/2013	J ⁽⁷⁾	15,686	A	\$ 0	15,686	D	By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽¹⁾
Ordinary Shares	06/25/2013	J ⁽⁸⁾	14,905	D	\$ 0	781	D	
Ordinary Shares	06/25/2013	J ⁽⁸⁾	11,253	A	\$ 0	11,253	I	By Pacven Walden Management Co. Ltd.

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

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(9-02)

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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacven Walden Management V Co. Ltd. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder
PACVEN WALDEN VENTURES V LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder
Pacven Walden Ventures Parallel V-A C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder
Pacven Walden Ventures Parallel V-B C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder
PACVEN WALDEN VENTURES V ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder
PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111				Former 10% holder

Signatures

/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd. and as director of Pacven Walden Management Co. Ltd	06/27/2013
__Signature of Reporting Person	Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V, L.P.	06/27/2013
__Signature of Reporting Person	Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-A C.V.	06/27/2013
__Signature of Reporting Person	Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-B C.V.	06/27/2013
__Signature of Reporting Person	Date
	06/27/2013

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/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V Associates Fund, L.P.

__Signature of Reporting Person

Date

/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V-QP Associates Fund, L.P.

06/27/2013

__Signature of Reporting Person

Date

/s/ Lip-Bu Tan

06/27/2013

__Signature of Reporting Person

Date

/s/ Andrew Kau

06/27/2013

__Signature of Reporting Person

Date

/s/ Hock Voon Loo

06/27/2013

__Signature of Reporting Person

Date

/s/ Brian Chiang

06/27/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Pacven Walden Management V Co. Ltd. ("Pacven V Mgmnt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmnt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmnt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.
- (2) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., without consideration, to its partners.
- (3) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V Associates Fund, L.P., without consideration, to its partners.
- (4) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-A C.V., without consideration, to its partners.
- (5) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-B C.V., without consideration, to its partners.
- (6) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- (7) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., Pacven Walden Ventures V Associates Fund, L.P., Pacven Walden Ventures Parallel V-A C.V., Pacven Walden Ventures Parallel V-B C.V. and Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- (8) Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co. Ltd., without consideration, to its shareholders.

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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