

AMBARELLA INC
Form 4
September 16, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chen Yun-Lung

(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)
09/14/2015

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 below) _____ Other (specify below)
Vice President, Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | (A) or (D) | 5. Amount or Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|---------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Ordinary Shares | 09/14/2015 | | M | 6,334 | A | \$ 9.99 | 7,828 | D | |
| Ordinary Shares | 09/14/2015 | | M | 1,987 | A | \$ 38.92 | 9,815 | D | |
| Ordinary Shares | 09/14/2015 | | S | 8,321 | D | \$ 68.8 | 1,494 | D | |
| Ordinary Shares | 09/16/2015 | | M | 4,083 | A | \$ 0 ⁽¹⁾ | 5,739 ⁽²⁾ | D | |

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

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SEC 1474
(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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 9.99 | 09/14/2015 | | M | 6,334 | <u>(3)</u> 07/09/2022 | Ordinary Shares | 6,334 |
| Non-Qualified Stock Option (right to buy) | \$ 38.92 | 09/14/2015 | | M | 1,987 | <u>(4)</u> 09/07/2024 | Ordinary Shares | 1,987 |
| Restricted Stock Units | <u>(1)</u> | 09/16/2015 | | M | 486 | <u>(5)</u> 08/27/2022 ⁽⁵⁾ | Ordinary Shares | 486 |
| Restricted Stock Units | <u>(1)</u> | 09/16/2015 | | M | 1,125 | <u>(6)</u> 08/26/2023 ⁽⁶⁾ | Ordinary Shares | 1,125 |
| Restricted Stock Units | <u>(1)</u> | 09/16/2015 | | M | 1,313 | <u>(7)</u> 08/27/2023 ⁽⁷⁾ | Ordinary Shares | 1,313 |
| Restricted Stock Units | <u>(1)</u> | 09/16/2015 | | M | 1,159 | <u>(8)</u> 09/07/2024 ⁽⁸⁾ | Ordinary Shares | 1,159 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chen Yun-Lung 3101 JAY STREET SANTA CLARA, CA 95054 | | | Vice President, Sales | |

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung
Chen

09/16/2015

__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) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- (2) Includes 162 shares acquired under the Company's employee stock purchase plan on September 15, 2015.
- (3) Shares subject to the option vest monthly over four years beginning on May 23, 2012.
- (4) Shares subject to the option vest monthly over four years beginning on September 8, 2014.
- (5) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- (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.
- (7) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.
- (8) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.