Wang Feng-Ming Form 5 March 18, 2013					OMB AI	PPROVAL				
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	UNITED	STATES	OMB Number: Expires: Estimated a burden hou response	average rs per	-					
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported										
1. Name and Address of Reporting Person <u>*</u> Wang Feng-Ming			2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]	5. Relationship of Reporting Person(s) to Issuer						
(Last) (2975 SAN YSID		Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2013	_X_ Director _X_ Officer (give below)		e) 9 Owner er (specify				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi (check	int/Group Rep	-				

SANTA CLARA, CAÂ 95051

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Secu	rities	Acquir	ed, Disposed of	, or Beneficial	ly 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 Securities6.BeneficiallyForm: DirectOwned at end of Issuer's(D) orFiscal Year(Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	(Instr. 3 and 4)		
Ordinary Shares	12/20/2012	Â	G <u>(1)</u>	250,000	D	\$ 0 (1)	994,444	D	Â
Ordinary Shares	Â	Â	Â	Â	Â	Â	133,333	Ι	See Footnote (2)
Ordinary Shares	Â	Â	Â	Â	Â	Â	250,000	I	See Footnote

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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. SEC 2270 (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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed	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)	of D Se B O E I S	
				of (D)						Fi
				(Instr. 3, 4, and 5)						(I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I State and a state	Director	10% Owner	Officer	Other			
Wang Feng-Ming 2975 SAN YSIDRO WAY SANTA CLARA, CA 95051	ÂX	Â	President and CEO	Â			

Signatures

/s/ Wang Feng-Ming <u>**Signature of</u> Reporting Person 03/18/2013 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) Represents Ordinary Shares transferred by gift to family trust for the benefit of the Reporting Person's child see note 3.

Shares held by Acorn Hall Irreversible Trust for the benefit of the Reporting Person's child. The reporting person disclaims beneficial(2) ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Shares held by Tutu's Irrevocable Trust for the benefit of the Reporting Person's child. The reporting person disclaims beneficial(3) ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.