

PACVEN WALDEN VENTURES V LP

Form 4

October 16, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
10/15/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares	10/15/2012		C		2,820,041	A <u>(2)</u> <u>(3)</u> <u>(4)</u>	2,820,041	I	By Pacven Walden Ventures V, L.P. <u>(1)</u>
Ordinary Shares	10/15/2012		C		9,784	A <u>(2)</u> <u>(3)</u> <u>(4)</u>	9,784	I	By Pacven Walden Ventures V Associates Fund, L.P. <u>(1)</u>
Ordinary Shares	10/15/2012		C		64,885	A <u>(2)</u> <u>(3)</u>	64,885	I	By Pacven Walden

					<u>(4)</u>			Ventures Parallel V-A C.V. <u>(1)</u>
Ordinary Shares	10/15/2012		C	64,885	A <u>(2)</u> <u>(3)</u> <u>(4)</u>	64,885	I	By Pacven Walden Ventures Parallel V-B C.V. <u>(1)</u>
Ordinary Shares	10/15/2012		C	53,148	A <u>(2)</u> <u>(3)</u> <u>(4)</u>	53,148	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <u>(1)</u>

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preference Shares	(2)	10/15/2012		C		1,560,060		(2)	(2)	Ordinary Shares	1,560,060
Series A Convertible Preference Shares	(2)	10/15/2012		C		5,413		(2)	(2)	Ordinary Shares	5,413
Series A Convertible Preference Shares	(2)	10/15/2012		C		35,895		(2)	(2)	Ordinary Shares	35,895

Shares

Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012	C	35,895	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	35,895
Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012	C	29,402	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	29,402
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	653,291	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	653,291
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	2,266	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	2,266
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	15,031	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	15,031
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	15,031	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	15,031
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	12,312	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	12,312
Series C Convertible	<u>(4)</u>	10/15/2012	C	606,690	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	606,690

Preference  
Shares

Series C  
Convertible  
Preference  
Shares

(4)

10/15/2012

C

2,105

(4)

(4)

Ordinary  
Shares

2,105

Series C  
Convertible  
Preference  
Shares

(4)

10/15/2012

C

13,959

(4)

(4)

Ordinary  
Shares

13,959

Series C  
Convertible  
Preference  
Shares

(4)

10/15/2012

C

13,959

(4)

(4)

Ordinary  
Shares

13,959

Series C  
Convertible  
Preference  
Shares

(4)

10/15/2012

C

11,434

(4)

(4)

Ordinary  
Shares

11,434

## 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		X		
PACVEN WALDEN VENTURES V LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111		X		
Pacven Walden Ventures Parallel V-A C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111		X		

Pacven Walden Ventures Parallel V-B C.V.  
ONE CALIFORNIA STREET  
SUITE 2800  
SAN FRANCISCO, CA 94111

X

PACVEN WALDEN VENTURES V ASSOCIATES FUND LP  
ONE CALIFORNIA STREET  
SUITE 2800  
SAN FRANCISCO, CA 94111

X

PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP  
ONE CALIFORNIA STREET  
SUITE 2800  
SAN FRANCISCO, CA 94111

X

## Signatures

/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd.	10/15/2012
__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.	10/15/2012
__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.	10/15/2012
__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.	10/15/2012
__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 Associates Fund, L.P.	10/15/2012
__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.	10/15/2012
__Signature of Reporting Person	Date
/s/ Lip-Bu Tan	10/15/2012
__Signature of Reporting Person	Date
/s/ Andrew Kau	10/15/2012
__Signature of Reporting Person	Date
/s/ Hock Voon Loo	10/15/2012
__Signature of Reporting Person	Date
/s/ Brian Chiang	10/15/2012
__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).

- 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.
- (1) The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- (2) The Series B Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- (3) The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- (4) The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.

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.