AMBARELLA INC

Form 4

October 17, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB 3235-0287

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kohn Leslie			2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
3101 JAY STREET			(Month/Day/Year) 10/15/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CTO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA CLA	RA, CA 950	054	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Ordinary Shares	10/15/2014		M	2,282	A	\$ 3.2	866,756	D	
Ordinary Shares	10/15/2014		M	7,718	A	\$ 8.82	874,474	D	
Ordinary Shares	10/15/2014		S <u>(1)</u>	950	D	\$ 35.1842 (2)	873,524	D	
Ordinary Shares	10/15/2014		S <u>(1)</u>	8,070	D	\$ 36.8938 (3)	865,454	D	
	10/15/2014		S(1)	980	D		864,474	D	

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Ordinary \$
Shares 37.6673

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. Transactic Code (Instr. 8)	5. Number on 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	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 3.2	10/15/2014		M	2,282	<u>(5)</u>	07/08/2019	Ordinary Shares	2,282
Non-Qualified Stock Option (right to buy)	\$ 8.82	10/15/2014		M	7,718	<u>(6)</u>	08/29/2021	Ordinary Shares	7,718

Reporting Owners

Reporting Owner Name / Address	Relationships						
rg	Director	10% Owner	Officer	Other			
Kohn Leslie							
3101 JAY STREET	X		CTO				
SANTA CLARA, CA 95054							

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Leslie Kohn 10/17/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2013.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$34.6500 to

 (2) \$35.5768 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$36.3983 to (3) \$37.2900 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
 - The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$37.4700 to
- (4) \$37.9287 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- (5) Shares subject to the option vest monthly over four years beginning on August 1, 2009.
- (6) Shares subject to the option vest monthly over four years beginning on August 1, 2011.

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.