

AMBARELLA INC  
Form 4  
December 18, 2014

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wang Feng-Ming

(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)  
12/16/2014

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)  
CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Ordinary<br>Shares                    | 12/16/2014                              |                                                             | M                                    |                                                                         | 16,042                                                                                                             | A                                                                    | 11                                                                |
| Ordinary<br>Shares                    | 12/16/2014                              |                                                             | S(2)                                 |                                                                         | 8,484                                                                                                              | D                                                                    | \$<br>46.15                                                       |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 185,743                                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 177,259 (3)                                                       |

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  
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SEC 1474  
(9-02)

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**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 or Number of Shares                              |
| Restricted Stock Units                     | (1)                                                    | 12/16/2014                           |                                                    | M                              | 1,042                                                                                   | (4) 08/27/2022(4)                                        | Ordinary Shares 1,042                                         |
| Restricted Stock Units                     | (1)                                                    | 12/16/2014                           |                                                    | M                              | 4,500                                                                                   | (5) 08/26/2023(5)                                        | Ordinary Shares 4,500                                         |
| Restricted Stock Units                     | (1)                                                    | 12/16/2014                           |                                                    | M                              | 5,250                                                                                   | (6) 08/27/2023(6)                                        | Ordinary Shares 5,250                                         |
| Restricted Stock Units                     | (1)                                                    | 12/16/2014                           |                                                    | M                              | 5,250                                                                                   | (8) 09/07/2024(8)                                        | Ordinary Shares 5,250                                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| Wang Feng-Ming<br>3101 JAY STREET<br>SANTA CLARA, CA 95054 | X             |           | CEO     |       |

## Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Feng-Ming Wang

12/18/2014

\_\_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) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

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- (3) 63,000 RSUs previously included in this Column as ordinary shares, are now being reported in Table II, as RSUs.
- (4) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- (5) 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.
- (6) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.
- (7) 63,000 RSUs previously included in Column 5 of Table I, as ordinary shares, are now being reported in this column, as RSUs.
- (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.

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