

AMBARELLA INC
Form 4
December 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
PAISLEY CHRISTOPHER B

(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)
12/15/2015

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)

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) | 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 | 12/15/2015 | | M | V Amount \$ 6 | 6,556 | D | |
| Ordinary Shares | 12/15/2015 | | S ⁽¹⁾ | 500 D \$ 56.452 ⁽²⁾ | 6,056 | D | |
| Ordinary Shares | 12/15/2015 | | S ⁽¹⁾ | 500 D \$ 57.3228 ⁽³⁾ | 5,556 | D | |
| Ordinary Shares | 12/16/2015 | | M | 1,152 A \$ 4 ⁽⁴⁾ | 6,708 | 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) | \$ 6 | 12/15/2015 | | M | 1,000 | <u>(5)</u> 10/08/2022 | Ordinary Shares | 1,000 |
| Restricted Stock Units | <u>(4)</u> | 12/16/2015 | | M | 1,152 | <u>(6)</u> 09/15/2016 <u>(6)</u> | Ordinary Shares | 1,152 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAISLEY CHRISTOPHER B 3101 JAY STREET SANTA CLARA, CA 95054 | | X | | |

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Christopher Paisley 12/17/2015

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on June 15, 2015.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$56.13 to \$56.81 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.

(3)

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The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$57.15 to \$57.54 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.

- (4) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- (5) Shares subject to the option vest monthly over four years beginning on August 20, 2012.
- (6) The restricted stock units will vest as to 1/4th of the restricted stock units each three months following the vesting start date of September 15, 2015, so as to be 100% vested on September 15, 2016.

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.