AMBARELLA INC

Form 4

December 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 * Day Christopher			2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen all applicable)		
3101 JAY STREET			(Month/Day/Year) 12/16/2015	Director 10% Owner Selection Officer (give title Other (specify below) VP, Marketing		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA CL	ARA, CA 9	5054	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(7:m)

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D)	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)
Ordinary Shares	12/16/2015		Code V M	Amount 3,548	(D) A	Price (1)	(Instr. 3 and 4) 16,108	D	
Ordinary Shares	12/16/2015		S(2)	2,041	D	\$ 56.97	14,067	D	
Ordinary Shares	12/17/2015		S	776	D	\$ 58.5	13,291	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	Transaction Derivative Code Securities		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)	12/16/2015		M	556	(3)	08/27/2022(3)	Ordinary Shares	556	
Restricted Stock Units	<u>(1)</u>	12/16/2015		M	937	<u>(4)</u>	08/26/2023(5)	Ordinary Shares	937	
Restricted Stock Units	(1)	12/16/2015		M	1,093	<u>(6)</u>	08/27/2023(6)	Ordinary Shares	1,093	
Restricted Stock Units	(1)	12/16/2015		M	962	<u>(7)</u>	09/07/2024(7)	Ordinary Shares	962	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Day Christopher

3101 JAY STREET VP, Marketing

SANTA CLARA, CA 95054

Signatures

By: /s/ Michael Morehead, Attorney in Fact For:
Christopher Day

12/18/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (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 award and restricted stock units.
- (3) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- On August 27, 2013 the reporting person was granted RSUs convertible into 7,500 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.
- (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) 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. 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.