MENG TERESA H Form 3 October 17, 2018

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

MENG TERESA H

3101 JAY STREET

(Last)

(First) (Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

10/15/2018

Statement

AMBARELLA INC [AMBA]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director 10% Owner Officer Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

SANTA CLARA, Â CAÂ 95054

(Street)

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

Amount or Number of Shares

Derivative Security: Security Direct (D)

or Indirect (I) (Instr. 5)

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Restricted Stock Units $\hat{A} \stackrel{(1)}{=} 09/15/2019 \stackrel{Ordinary}{Shares} 5,248 \quad \$ \stackrel{(2)}{=} D \quad \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MENG TERESA H 3101 JAY STREET SANTA CLARA, CAÂ 95054

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Teresa
Meng
10/17/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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, 2018, so as to be 100% vested on September 15, 2019.

(2) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

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.

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