

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 4, 2013

Date of Report (date of earliest event reported)

AMBARELLA, INC.

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-35667
(Commission
File Number)

98-0459628
(I. R. S. Employer
Identification No.)

3101 Jay Street
Santa Clara, CA 95054
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 734-8888

2975 San Ysidro Way
Santa Clara, CA 95051
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On June 4, 2013, Ambarella, Inc. issued a press release announcing its results for the first fiscal quarter ended April 30, 2013. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

The information in this current report on Form 8-K and the exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated June 4, 2013

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 4, 2013

Ambarella, Inc.

/s/ George Laplante
George Laplante
Chief Financial Officer

Exhibit Index

**Exhibit
Number**

Exhibit Title

99.1

Press Release dated June 4, 2013

Ambarella, Inc. Announces First Quarter Fiscal 2014 Results
Revenue up 31% Year over Year

June 4, 2013 -Santa Clara, Calif– Ambarella, Inc. (NASDAQ: AMBA), a leading developer of low-power, HD video compression and image processing semiconductors, today announced financial results for its fiscal first quarter ended April 30, 2013.

Revenue for the first quarter of fiscal 2014 was \$33.9 million, up 30.9% from \$25.9 million in the same period in fiscal 2013. Gross margin under U.S. generally accepted accounting principles (GAAP) for the first quarter of fiscal 2014 was 63.9%, compared with 71.0% for the same period in fiscal 2013. GAAP net income for the first quarter of fiscal 2014 was \$4.7 million, or \$0.16 per diluted ordinary share, compared with GAAP net income of \$2.6 million, or \$0.07 per diluted ordinary share, for the same period in fiscal 2013.

Gross margin on a non-GAAP basis for the first quarter of fiscal 2014 was 64.0%, compared with 71.1% for the same period in fiscal 2013. Non-GAAP net income for the first quarter of fiscal 2014 was \$6.2 million, or \$0.21 per diluted ordinary share. This compares with non-GAAP net income of \$3.5 million, or \$0.11 per diluted ordinary share for the same period in fiscal 2013.

Ambarella reports gross margin, net income and earnings per share in accordance with GAAP, as well as on a non-GAAP basis. Non-GAAP financial information excludes the impact of stock-based compensation and the associated tax impact. A reconciliation of the GAAP to non-GAAP gross margin, net income and earnings per share numbers, as well as a description of the items excluded from the non-GAAP calculations, is included in the condensed financial statements portion of this press release.

Cash at the end of the first fiscal quarter of 2014 was \$104.3 million, compared with \$59.7 million at the end of the same quarter a year ago, and \$100.5 million at the end of the fourth quarter.

“We are very pleased with our progress in the first fiscal quarter, with total revenue up 31% over the first quarter of last year and with the successful addition of new customers in key markets,” said Fermi Wang, President and CEO of Ambarella. “During the quarter we made excellent progress in the IP security camera market with new design wins at both professional and consumer IP-camera customers. We also saw especially strong revenue growth in the wearable sports camera category, led by market leader GoPro. In the automotive camera after-market we continued to grow revenue while successfully expanding our customer base.”

Quarterly Conference Call

Ambarella plans to hold a conference call at 5 p.m. Eastern Time / 2 p.m. Pacific Time today with Fermi Wang, Chief Executive Officer, and George Laplante, Chief Financial Officer, to discuss first quarter fiscal 2014 results. The call can be accessed by dialing 877-304-8963 in the USA; international callers should dial 760-666-4834. The participant passcode is 72302571. Please dial in ten minutes prior to the scheduled conference call time. A live and archived audio webcast of the call will be available on Ambarella’s website at <http://www.ambarella.com/> for up to 30 days after the call.

About Ambarella

Ambarella, Inc. (NASDAQ: AMBA), is a leading developer of low-power, high-definition (HD) video compression and image processing solutions. The company's products are used in a variety of HD cameras including security IP-cameras, wearable sports cameras, and automotive video camera recorders. Ambarella technology is also used in television broadcasting with TV programs being transmitted worldwide using Ambarella compression chips. For more information about Ambarella, please visit www.ambarella.com.

“Safe harbor” statement under the Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements that are not historical facts and often can be identified by terms such as “outlook,” “projected,” “intends,” “will,” “estimates,” “anticipates,” “expects,” “believes,” “could,” or similar expressions, including the comments of our CEO relating to the addition of new customers and design wins. The achievement or success of the matters covered by such forward-looking statements involves risks, uncertainties and assumptions. Our actual results could differ materially from those predicted or implied, and reported results should not be considered as an indication of our future performance.

The success of our business is subject to risks and uncertainties that include, but are not limited to, risks associated with revenue being generated from new customers or design wins, neither of which is assured; our growth strategy; our ability to anticipate future market demands and future needs of our customers; our plans for future products; our ability to retain and expand customer relationships and to achieve design wins; our ability to successfully enter new markets; anticipated trends and challenges, including competition, in the markets in which we operate; our ability to effectively manage growth; our ability to retain key employees; and the potential for intellectual property disputes or other litigation.

Further information on these and other factors that could affect our financial results is included in the company's Annual Report on Form 10-K, which is on file with the Securities and Exchange Commission. Additional information will also be set forth in the company's quarterly reports on Form 10-Q, future annual reports on Form 10-K and other filings the company makes with the Securities and Exchange Commission from time to time, copies of which may be obtained by visiting the Investor Relations portion of our web site at www.ambarella.com or the SEC's web site at www.sec.gov. Undue reliance should not be placed on the forward-looking statements in this release, which are based on information available to us on the date hereof. The results we report in our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2013 could differ from the preliminary results announced in this press release.

Ambarella assumes no obligation and does not intend to update the information contained in this press release, except as required by law.

Non-GAAP Financial Measures

The company has provided in this release non-GAAP financial information including non-GAAP gross margin, net income, and earnings per share, as a supplement to the condensed consolidated financial statements which are prepared in accordance with generally accepted accounting principles (“GAAP”). Management uses these non-GAAP financial measures internally in analyzing the company’s financial results to assess operational performance and liquidity. The company believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing its performance and when planning, forecasting and analyzing future periods. Further, the company believes these non-GAAP financial measures are useful to investors because they allow for greater transparency with respect to key financial metrics that the company uses in making operating decisions and because the company believes that investors and analysts use them to help assess the health of its business and for comparison to other companies. Non-GAAP results are presented for supplemental informational purposes only for understanding the company’s operating results. The non-GAAP information should not be considered a substitute for financial information presented in accordance with GAAP, and may be different from non-GAAP measures used by other companies.

The company has provided below reconciliations between its non-GAAP financial measures to its most directly comparable GAAP financial measures.

AMBARELLA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(unaudited)

| | Three Months Ended April 30, | |
|---|------------------------------|-----------------|
| | 2013 | 2012 |
| Revenue | \$ 33,941 | \$ 25,921 |
| Cost of revenue | 12,248 | 7,516 |
| Gross profit | 21,693 | 18,405 |
| Operating expenses: | | |
| Research and development | 11,317 | 11,473 |
| Selling, general and administrative | 5,157 | 4,025 |
| Total operating expenses | 16,474 | 15,498 |
| Income from operations | 5,219 | 2,907 |
| Other expense | (5) | (2) |
| Income before income taxes | 5,214 | 2,905 |
| Provision for income taxes | 473 | 303 |
| Net income | \$ 4,741 | \$ 2,602 |
| Net income per share attributable to ordinary shareholders: | | |
| Basic | \$ 0.17 | \$ 0.08 |
| Diluted | \$ 0.16 | \$ 0.07 |
| Weighted-average shares used to compute net income per share attributable to ordinary shareholders: | | |
| Basic | 27,056,932 | 7,519,360 |
| Diluted | 29,066,062 | 9,031,710 |

The following table presents details of stock-based compensation expense included in each functional line item in the condensed consolidated statements of operations above:

| | Three Months Ended April 30, | |
|---------------------------------------|------------------------------|---------------|
| | 2013 | 2012 |
| | (in thousands) | |
| Stock-based compensation: | | |
| Cost of revenue | \$ 34 | \$ 14 |
| Research and development | 974 | 532 |
| Selling, general and administrative | 598 | 397 |
| Total stock-based compensation | \$ 1,606 | \$ 943 |

AMBARELLA, INC.
RECONCILIATION OF GAAP TO NON-GAAP DILUTED EARNINGS PER SHARE
(in thousands, except share and per share data)

| | Three Months Ended April 30, | |
|--|------------------------------|----------------|
| | 2013 | 2012 |
| | (unaudited) | |
| GAAP net income | \$ 4,741 | \$ 2,602 |
| Two-class method—allocation to participating securities | (9) | (2,036) |
| Treasury stock method—additional allocation to ordinary shares | 1 | 68 |
| GAAP net income—diluted | <u>\$ 4,733</u> | <u>\$ 634</u> |
| Non-GAAP adjustments: | | |
| Stock-based compensation expense, net of tax effect | 1,463 | 854 |
| Two-class method—additional allocation to participating securities | (3) | (547) |
| Treasury stock method—additional allocation to ordinary shares | — | 37 |
| Non-GAAP net income—diluted | <u>\$ 6,193</u> | <u>\$ 978</u> |
| GAAP—diluted weighted average shares | 29,066,062 | 9,031,710 |
| Non-GAAP—diluted weighted average shares | 29,066,062 | 9,031,710 |
| GAAP—diluted net income per share | \$ 0.16 | \$ 0.07 |
| Non-GAAP adjustments: | | |
| Stock-based compensation expense, net of tax effect | 0.05 | 0.10 |
| Non-GAAP adjustment to two-class method diluted net income | — | (0.06) |
| Non-GAAP adjustment to treasury stock method diluted net income | — | — |
| Non-GAAP—diluted net income per share | <u>\$ 0.21</u> | <u>\$ 0.11</u> |

For fiscal Q1 2014 and Q1 2013, the difference between GAAP and non-GAAP gross margin was 0.1%, or \$34,000 and \$14,000, respectively. The difference was due to the effect of stock-based compensation recorded for GAAP purposes.

AMBARELLA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

| | <u>April 30,</u> <u>2013</u> | <u>January 31,</u> <u>2013</u> |
|---|---------------------------------|-----------------------------------|
| | <u>(unaudited)</u> | |
| ASSETS | | |
| Current assets: | | |
| Cash | \$104,277 | \$100,494 |
| Accounts receivable, net | 23,467 | 20,153 |
| Inventories | 9,325 | 8,918 |
| Restricted cash | 3 | 3 |
| Deferred tax assets, current | 1,219 | 1,220 |
| Prepaid expenses and other current assets | <u>1,839</u> | <u>2,360</u> |
| Total current assets | 140,130 | 133,148 |
| Property and equipment, net | 2,976 | 2,536 |
| Deferred tax assets, non-current | 1,079 | 938 |
| Other assets | <u>2,054</u> | <u>1,981</u> |
| Total assets | <u>\$146,239</u> | <u>\$138,603</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | 9,987 | 6,674 |
| Accrued liabilities | 11,184 | 14,419 |
| Income taxes payable | 171 | 286 |
| Deferred revenue, current | <u>4,024</u> | <u>3,451</u> |
| Total current liabilities | 25,366 | 24,830 |
| Other long-term liabilities | <u>1,470</u> | <u>1,441</u> |
| Total liabilities | <u>26,836</u> | <u>26,271</u> |
| Preference shares | — | — |
| Shareholders' equity: | | |
| Ordinary shares | 12 | 12 |
| Additional paid-in capital | 94,241 | 91,911 |
| Retained earnings | <u>25,150</u> | <u>20,409</u> |
| Total shareholders' equity | <u>119,403</u> | <u>112,332</u> |
| Total liabilities and shareholders' equity | <u>\$146,239</u> | <u>\$138,603</u> |