FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
OMB Number:	3235-0287
Estimated average bi	urden
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Chen Yun-Lung					2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Cnen Y</u>	un-Lung							1110					Directo	r		10% Ov	vner	
												┙、	Officer	(give title		Other (s	specify	
				- 1;	3. Date	of Earl	iest Tra	nsaction (Mo	nth/Dav/Year			4	below)	(3		below)		
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 03/17/2020								VP, Business Development					
3101 JA	Y STREET												٧1,	Dusiness	DEV	ciopinciii		
				L														
				—— I.	4. If Ame	endme	nt, Date	e of Original F	iled (Month/D	ay/Year	.)	6. In	dividual or J	oint/Group	Filing	(Check Ap	plicable	
(Street)								· ·	`	,	,	Line)		Ŭ			
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(City)	(S	tate)	(Zip)										1 013011					
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		Tak	le I - Non-	Derivat	ive Se	curi	ties A	cquired,	Disposed	of, or	Bene	ficiall	y Owned					
1. Title of	Security (Inst	tr. 3)	2	. Transact	tion	2A. De	eemed	3.		rities Ac			5. Amour	nt of	6. Ow	nership	7. Nature of	
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										. (D)		(Instr. 3 a	ınd 4)				
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Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- 2. On March 28, 2017, reporting person was granted an RSU award covering a target of 3,984 ordinary shares (the "Target RSU Number"), subject to satisfaction of predetermined, performance-based vesting criteria that could result in 0% 150% of the Target RSU Number becoming eligible to vest, subject to certain adjustments. On February 26, 2018, the Company's Board of Directors determined the performance criteria for the RSUs had been satisfied at a level that resulted in 100% of the Target RSU Number becoming eligible for time-based vesting. Pursuant to time-based vesting requirements, 100% of the award would vest on March 15, 2020, subject to possible adjustment based on a total stockholder return ("TSR") performance metric covering the period of February 1, 2017 to January 31, 2020 (the "TSR Period"). As a result of the Company's TSR performance over the TSR Period, the RSUs eligible to vest were reduced by 25%. A total of 2,988 ordinary shares were delivered to reporting person.
- 3. The restricted stock units vest at the rate of 1/12 per guarter commencing on June 15, 2018.
- 4. The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2019.

By: /s/ Michael Morehead, Attorney-in-Fact For: Yun-

03/19/2020

Lung Chen

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.