

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| 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**

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

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Day Christopher</u><br>_____<br>(Last) (First) (Middle)<br><u>3101 JAY STREET</u><br>_____<br>(Street)<br><u>SANTA CLARA CA 95054</u><br>_____<br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>AMBARELLA INC [ AMBA ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP, Marketing</u> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>09/18/2018</u>        |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  |   |   |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Ordinary Shares                 | 09/18/2018                           |  | M                              |   | 3,051   | A          | (1)     | 19,638 <sup>(2)</sup>   | D  |   |
| Ordinary Shares                 | 09/19/2018                           |  | S <sup>(3)</sup>               |   | 1,533   | D          | \$35.51 | 18,105  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|---------------------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date           |   |  |  |   |  | Title |
| Restricted Stock Units                     | (1)  | 09/18/2018                           |  | M                              |   |  | 877   | (4)  | 09/15/2019 <sup>(4)</sup> | Ordinary Shares   | 877  | \$0.0  | 3,508   | D  |       |
| Restricted Stock Units                     | (1)  | 09/18/2018                           |  | M                              |   |  | 1,211 | (5)  | 06/15/2021 <sup>(5)</sup> | Ordinary Shares   | 1,211                                      | \$0.0  | 13,322  | D  |       |
| Restricted Stock Units                     | (1)  | 09/18/2018                           |  | M                              |   |  | 963   | (6)  | 09/07/2024 <sup>(6)</sup> | Ordinary Shares   | 963  | \$0.0  | 0   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Includes 234 shares acquired under the Company's employee stock purchase plan on September 17, 2018.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock awards and restricted stock units.
- The RSUs vest as to 1/10 of the RSUs on June 15, 2017 and 1/10 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on September 15, 2019.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on June 15, 2018.
- The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2014.

By: /s/ Michael Morehead,  
Attorney in Fact For: 09/20/2018  
Christopher Day

\*\* 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.