FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

hours per response:

0.5

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

(Street) SANTA CLARA CA 95054 4. If Amendment, Date of Original Filed (Month/Day/Year) (City) (State) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year) (Code V Amount (A) or Drice (Instr. 3 and 4) (Code V Amount (A) or Price (Instr. 3 and 4) (Code V Amount (A) or Drice (Instr. 3 and 4)	Owner					2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]									1. Name and Address of Reporting Person* <u>Wang Feng-Ming</u>												
(Street) SANTA CLARA CA 95054 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code (Instr. 3) (A) or Code (Instr. 3) (D) or Incode (Instr. 3) (D																											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5) (D) or Instr. 3 and 4) (D) or Price (Code V Amount (A) or Disposed Of (D) (Instr. 3 and 4) (D) or Instr. 3 and 4)	rson	e Reporting Per	n filed by One n filed by Mor	Forn Forn	Line))	4. If Amendment, Date of Original Filed (Month/Day/Year)							4	95054	A 9	CLARA CA	-									
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code V Amount (A) or (D) Price (A) or (D) Price (Code (Instr. 3 and 4)) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)					ficially	Renefic	of or F	enosed (-d [Canin	05./	uritia		rative	Non-Deriv			(Sta	(City)								
Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership	Form: Direct	unt of ies cially Following	5. Amount of Securities Beneficially Owned Followin		I (A) or	4. Securities Acquired (A) or		tion	3. Transaction Code (Instr.		2A. Deemed Execution Date, ar) if any		n 2 (ear) i	2. Transaction Date		1. Title of Security (Instr. 3)										
Ordinary Shares 01/02/2014 s ⁽¹⁾ 71,355 D \$32.9896 ⁽²⁾ 429,115 D	(Instr. 4)		ction(s)	Transa		Price	(A) or (D)	mount	v	Code																	
		D	9,115	96 ⁽²⁾ 429,115		\$32.9896 ⁽²⁾		\$32.9896(2)		71,355		S ⁽¹⁾				14	01/02/20			Shares	Ordinary						
Ordinary Shares 01/02/2014 s ⁽¹⁾ 4,645 D \$33.4472 ⁽³⁾ 424,470 D		D	4,470	(3) 424,470		\$33.44	D	4,645		S ⁽¹⁾				14	01/02/20			Shares	Ordinary								
Ordinary Shares 01/02/2014 s ⁽¹⁾ 9,000 D \$32.9927 ⁽⁴⁾ 59,333 I	See Footnote ⁽⁵⁾	I	9,333	59	9927(4)	\$32.99	D	9,000		S ⁽¹⁾				14	01/02/20			Shares	Ordinary :								
Ordinary Shares 01/02/2014 s ⁽¹⁾ 500 D \$33.446 ⁽³⁾ 58,833 I	See Footnote ⁽⁵⁾	I	58,833		\$33.446 ⁽³⁾		\$33.446 ⁽³⁾		\$33.446(3)		\$33.446(3)		.446 ⁽³⁾ 5		D	500		S ⁽¹⁾				14	01/02/20			Shares	Ordinary
Ordinary Shares 01/02/2014 s ⁽¹⁾ 17,380 D \$32.9675 ⁽⁶⁾ 84,620 I	See Footnote ⁽⁷⁾		1,620	84,620		84,620		\$32.9675(6)		\$32.9675(6)		\$32.9675(6)		17,380		S ⁽¹⁾				14	01/02/20			Shares	Ordinary		
Ordinary Shares 01/02/2014 s ⁽¹⁾ 2,620 D \$33.4026 ⁽⁸⁾ 82,000 I	See Footnote ⁽⁷⁾	I	2,000	82,000		D \$33.40		2,620	S ⁽¹⁾					14	01/02/20	nary Shares		Ordinary									
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)				Owned												able	Та										
Security (Instr. 3) or Exercise Price of Derivative Security Security Or Exercise Price of Derivative Security Security Or Exercise Price of Derivative Security Security Or Exercise Price of Derivative Security Security Securities (Month/Day/Year) Or Disposed of (D) (Instr. 3, 4 and 5) Or Disposed of (D) (Instr. 3, 4 and 5) Or Disposed of (D) (Instr. 3, 4 and 5) Or Disposed of (D) (Instr. 3, 4 and 5) Or Disposed of (D) (Instr. 3, 4 and 5) Or Disposed of (D) (Instr. 3, 4 and 5)	Beneficial Ownership (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	derivative Securities Beneficially Owned Following Reported Transaction	rivative curity	tr. 3	nt of ities lying ative ity (Instr. : Amount or Number	Expiration Date (Month/Day/Year) Amount of Securities Underlyin Derivative Security (and 4) A A On			ivative urities juired or posed D) tr. 3, 4	of Deriv Secu Acqu (A) o Disp of (D (Inst	(Instr.	Transa Code (cution Date, y	Exec if an	Date	Conversion or Exercise Price of Derivative	Derivative Security									

Explanation of Responses:

- 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2013.
- 2. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$32.40 to \$33.39 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4
- 3. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$33.41 to \$33.59 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- 4. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$32.40 to \$33.38 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- 5. Shares held by Acorn Hall Irreversible Trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- 6. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$32.35 to \$33.33 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
- 7. Shares held by Tutu's Irrevocable Trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- 8. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$33.35 to \$33.57 per share. Upon request by the Commission staff, the Issuer, or a
- security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (8) to this Form 4.

Remarks:

/s/ Michael Morehead, by Power of Attorney

01/06/2014

** 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.	