FORM 4

obligations may continue. See

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person* AMBARELLA INC [AMBA] Pacven Walden Management V Co. Ltd. Director 10% Owner Officer (give title Other (specify X below) below) (Last) (Middle) (First) 3. Date of Earliest Transaction (Month/Day/Year) Former 10% holder ONE CALIFORNIA STREET 06/24/2013 **SUITE 2800** 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) SAN Form filed by One Reporting Person 94111 CA FRANCISCO Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 6. Ownership Form: Direct 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of Transaction Securities Beneficially **Execution Date** (Month/Day/Year) Beneficial if anv Code (Instr. (D) or Indirect (Month/Day/Year) 8) Owned Following (I) (Instr. 4) (Instr. 4) Reported (A) or (D) Transaction(s) Code ٧ Price Amount (Instr. 3 and 4) By Pacven Walden J(2) **Ordinary Shares** 06/24/2013 705,010 D \$0 2,115,031 Ī Ventures V. L.P.(1) By Pacven Walden J(3) **Ordinary Shares** 06/24/2013 2,446 D \$0 7,338 Ī Ventures V **Associates** Fund, L.P.(1) **By Pacven** Walden J(4) **Ordinary Shares** 06/24/2013 16,221 D \$0 48,664 T Ventures Parallel V-A $C.V.^{(1)}$ By Pacven Walden J(5) **Ordinary Shares** 06/24/2013 16.221 D \$0 48.664 Ī Ventures Parallel V-B C.V.(1) By Pacven Walden Ventures V-06/24/2013 **T**(6) 13,287 **\$0** 39,861 **Ordinary Shares** D **OP** Associates Fund, L.P.(1) **J**(7) **Ordinary Shares** 06/24/2013 15,686 A \$<mark>0</mark> 15,686 D J⁽⁸⁾ **Ordinary Shares** 06/25/2013 14,905 D \$0 781 D By Pacven Walden _T(8) **Ordinary Shares** 06/25/2013 11,253 \$0 11,253 Α I **Management** Co. Ltd. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 9. Number of 1. Title of 3A. Deemed 6. Date Exercisable and 7. Title and 3. Transaction 5. Number 8. Price of 10. 11. Nature Expiration Date (Month/Day/Year) Derivative Security Conversion Execution Date, Amount of derivative Ownership (Month/Day/Year) Derivative or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Beneficially Owned Ownership (Instr. 4) (Instr. 3) Price of (Month/Day/Year) Securities Underlying (Instr. 5) Direct (D) Derivative Acquired or Indirect (I) (Instr. 4) Derivative (A) or Disposed Security Security (Instr. 3 Following and 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5)

		Та	ble II - Deriva									y Owned			
				_	+-	-		options, o	Expiration		of				
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date,	Code Trans	saction	⊢ of	m(De) r	6xDectesEblero Expiration De	te	Amour		8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
finstr.3 ar Pacven		(Month/Day/Year) Reporting Person Management	if any (Month/Day/Year) V Co. Ltd.	Code 8)	e (Instr.	Derivative Securities Acquired (A) or Disposed		(Month/Day/Year)		Securities Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(Last) ONE CA	LIFORNIA	(First) STREET	(Middle)			of (D) (Instr) . 3, 4			anu 4)			Transaction(s) (Instr. 4)		
SUITE 2	800			_	\dashv	_		1							
(Street)	ANCISCO	CA	94111		<u> </u>			Date	Expiration		Amount or Number of				
JAN FR	ANCISCO	CA	94111	Code	• v	(A)	(D)	Exercisable	Date	Title	Shares				
(City)		(State)	(Zip)												
		Reporting Person* DEN VENTU	RES V LP												
(Last) ONE CA SUITE 2	LIFORNIA	(First) STREET	(Middle)												
` '	ANCISCO	CA	94111												
` '		CA (State)	94111 (Zip)												
(City) 1. Name ar	nd Address of	(State)													
SAN FR (City) 1. Name ar Pacven (Last)	nd Address of a Walden \	(State) Reporting Person* Ventures Para (First)	(Zip)		_										
(City) 1. Name ar Pacven (Last) ONE CA SUITE 2 (Street)	nd Address of a Walden \	(State) Reporting Person* Ventures Para (First) STREET	(Zip)												

Pacven Walden Ventures Parallel V-B C.V.

(Middle)

94111

(Zip)

(Middle)

94111

(Zip)

(First)

(State)

PACVEN WALDEN VENTURES V

(First)

(State)

PACVEN WALDEN VENTURES V QP

1. Name and Address of Reporting Person*

ASSOCIATES FUND LP

1. Name and Address of Reporting Person^{\star}

ASSOCIATES FUND LP

ONE CALIFORNIA STREET

SAN FRANCISCO CA

ONE CALIFORNIA STREET

SAN FRANCISCO CA

(Last)

(Street)

(City)

(Last)

(Street)

(City)

SUITE 2800

SUITE 2800

(Last)	(First)	(Middle)	I					
ONE CALIFORNIA STREET								
SUITE 2800								
(Street)								
SAN FRANC	CISCO CA	94111						
(City)	(State)	(Zip)	—					
(City)	(State)	(Ζιρ)						

Explanation of Responses:

1. Pacven Walden Management V Co. Ltd. ("Pacven V Mgmnt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmnt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmnt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.

- 2. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., without consideration, to its partners
- 3. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V Associates Fund, L.P., without consideration, to its partners.
- 4. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-A C.V., without consideration, to its partners.
- 5. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-B C.V., without consideration, to its partners.
- 6. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- 7. Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., Pacven Walden Ventures V Associates Fund, L.P., Pacven Walden Ventures Parallel V-A C.V., Pacven Walden Ventures Parallel V-B C.V. and Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- 8. Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co. Ltd., without consideration, to its shareholders.

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd. and as director of 06/27/2013

Pacven Walden Management

Co. Ltd

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd., the general partner of 06/27/2013

Pacven Walden Ventures V,

L.P.

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd., the general partner of 06/27/2013

Pacven Walden Ventures

Parallel V-A C.V.

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd., the general partner of 06/27/2013

Pacven Walden Ventures

Parallel V-B C.V.

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd., the general partner of 06/27/2013

Pacven Walden Ventures V

Associates Fund, L.P.

/s/ Lip-Bu Tan, as director of

Pacven Walden Management V

Co. Ltd., the general partner of 06/27/2013

Pacven Walden Ventures V-QP

Associates Fund, L.P.

 /s/ Lip-Bu Tan
 06/27/2013

 /s/ Andrew Kau
 06/27/2013

 /s/ Hock Voon Loo
 06/27/2013

 /s/ Brian Chiang
 06/27/2013

 ### Circulture of Reporting Pages
 Date

** Signature of Reporting Person D

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.