

| OMB APPROVAL | |
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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).

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Pacven Walden Management V Co. Ltd.</u> _____ (Last) (First) (Middle) ONE CALIFORNIA STREET SUITE 2800 _____ (Street) SAN FRANCISCO CA 94111 _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% holder |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2013</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 06/24/2013 | | j ⁽²⁾ | | 705,010 | D | \$0 | 2,115,031 | I | By Pacven Walden Ventures V, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | j ⁽³⁾ | | 2,446 | D | \$0 | 7,338 | I | By Pacven Walden Ventures V Associates Fund, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | j ⁽⁴⁾ | | 16,221 | D | \$0 | 48,664 | I | By Pacven Walden Ventures Parallel V-A C.V. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | j ⁽⁵⁾ | | 16,221 | D | \$0 | 48,664 | I | By Pacven Walden Ventures Parallel V-B C.V. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | j ⁽⁶⁾ | | 13,287 | D | \$0 | 39,861 | I | By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | j ⁽⁷⁾ | | 15,686 | A | \$0 | 15,686 | D | |
| Ordinary Shares | 06/25/2013 | | j ⁽⁸⁾ | | 14,905 | D | \$0 | 781 | D | |
| Ordinary Shares | 06/25/2013 | | j ⁽⁸⁾ | | 11,253 | A | \$0 | 11,253 | I | By Pacven Walden Management Co. Ltd. |

**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 | Amount or Number of Shares | | | | |

1. Name and Address of Reporting Person^{*}
[Pacven Walden Management V Co. Ltd.](#)

(Last) (First) (Middle)
ONE CALIFORNIA STREET
SUITE 2800

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
[PACVEN WALDEN VENTURES V LP](#)

(Last) (First) (Middle)
ONE CALIFORNIA STREET
SUITE 2800

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
[Pacven Walden Ventures Parallel V-A C.V.](#)

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ONE CALIFORNIA STREET
SUITE 2800

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
[Pacven Walden Ventures Parallel V-B C.V.](#)

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ONE CALIFORNIA STREET
SUITE 2800

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PACVEN WALDEN VENTURES V
ASSOCIATES FUND LP

(Last) (First) (Middle)

ONE CALIFORNIA STREET
SUITE 2800

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PACVEN WALDEN VENTURES V QP
ASSOCIATES FUND LP

(Last) (First) (Middle)

ONE CALIFORNIA STREET
SUITE 2800

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

1. Pacven Walden Management V Co. Ltd. ("Pacven V Mgmt"), 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 Mgmt 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 Mgmt. 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 06/27/2013
of Pacven Walden Ventures V,
L.P.

/s/ Lip-Bu Tan, as director of
Pacven Walden Management
V Co. Ltd., the general partner 06/27/2013
of Pacven Walden Ventures
Parallel V-A C.V.

/s/ Lip-Bu Tan, as director of
Pacven Walden Management
V Co. Ltd., the general partner 06/27/2013
of Pacven Walden Ventures
Parallel V-B C.V.

/s/ Lip-Bu Tan, as director of
Pacven Walden Management
V Co. Ltd., the general partner 06/27/2013
of 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 Pacven Walden Ventures V-
QP Associates Fund, L.P. 06/27/2013

/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

** 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.