SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

| (Amendment No)* |
|--|
| Ambarella, Inc. |
| (Name of Issuer) |
| Ordinary Shares |
| (Title of Class of Securities) |
| G037AX101 |
| (CUSIP Number) |
| December 31, 2012 |
| (Date of Event Which Requires Filing of this Statement) |
| Check the appropriate box to designate the rule pursuant to which this Schedule is filed: |
| □ Rule 13d-1(b) |
| □ Rule 13d-1(c) |
| x Rule 13d-1(d) |
| *The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. |
| The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). |
| (Continued on following pages) |
| Page 1 of 16 Pages Exhibit Index Contained on Page 15 |

| CUSIP NO. | G037AX101 | | | | 13 G | | | | | Page 2 | of 16 |
|-----------|--|------------|--|---|---|---|----------------------------------|-----------------|-------------------|---------------------|-------|
| | | | | | | | | | | | |
| 1 | NAME OF REPORTING PER | RSON | Benchmark Capital | Partners IV | V, L.P. ("BCP | IV") | | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF A | A MEMBER OF A G | ROUP* | | | (6 | ı) | | (b) | × |
| 3 | SEC USE ONLY | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE O Delaware | F ORGAN | IZATION | | | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING PO 2,029,881 shares, ex general partner of B Dunlevie ("Dunlevie Kagle ("Kagle") and deemed to have share | xcept that I BCP IV, ma ie"), J. Will d Steven M | y be deemed (liam Gurley (' 1. Spurlock (" | to have sole pow 'Gurley"), Kevin Spurlock"), the | ver to vote the n R. Harvey (| se sha 'Harv | ares, a vey"), | nd Bruc Robert (| e W. |
| | | 6 | SHARED VOTING See response to row | | | | | | | | |
| | SOLE DISPOSITIVE POWER 2,029,881 shares, except that BCMC IV, the general partner of BCP IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. | | | | | | | | | | |
| | | 8 | SHARED DISPOSI See response to row | | WER | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,029,881 | | | | | | | | | | |

7.8%

PN

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10

11

12

SHARES

TYPE OF REPORTING PERSON

| CUSIP NO. | G037AX101 | | | 13 G | | | | Page 3 | of 16 |
|-----------|--|------------|--|--|----------------------|-------------------|---------|--------|-------------|
| 1 | NAME OF REPORTING PER | RSON | Benchmark Founders | ' Fund IV, L.P. ("BF | F IV") | | | | |
| 2 | CHECK THE APPROPRIATI | E BOX IF A | A MEMBER OF A GR | OUP* | | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE O Delaware | F ORGAN | IZATION | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POV 581,763 shares, excep power to vote these sl BCMC IV, may be de | ot that BCMC IV, the nares, and Dunlevie, | Gurley, Harvey, K | agle and Spurlocl | | | |
| | | 6 | SHARED VOTING I See response to row 5 | | | | | | |
| | | 7 | SOLE DISPOSITIVE 581,763 shares, excep power to dispose of the members of BCMC I | ot that BCMC IV, the nese shares, and Dur | ılevie, Gurley, Harv | vey, Kagle and Sp | urlock, | , the | e sole |
| | 8 SHARED DISPOSITIVE POWER See response to row 7. | | | | | | | | |

581,763

2.2%

PN

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

9

10

11

12

PERSON

SHARES

TYPE OF REPORTING PERSON

| CLICID NO | COORANAGA | | 10 | C | | | | | D 4 | C 4 C | |
|-----------|---|------------|--------------------------------------|---------------|---------------|----------|--|-----|-----|----------|-------------|
| CUSIP NO. | G037AX101 | | | 13 | G | | | | | Page 4 o | of 16 |
| | T | | | | | | | | | | |
| 1 | NAME OF REPORTING PER | RSON | Benchmark Founde | rs' Fund IV-A | ., L.P. ("BFI | F IV-A") | | | | | |
| 2 | CHECK THE APPROPRIATI | E BOX IF A | A MEMBER OF A G | ROUP* | | | | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE O Delaware | F ORGAN | IZATION | | | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 75,918 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | | | |
| | | 6 | SHARED VOTING See response to row | | | | | | | | |
| | 7 SOLE DISPOSITIVE POWER 75,918 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. | | | | | | | | | | |
| | 8 SHARED DISPOSITIVE POWER See response to row 7. | | | | | | | | | | |
| 9 | AGGREGATE AMOUNT BE PERSON | ENEFICIAL | LLY OWNED BY EA | CH REPORT | TING | | | | | 75 | 5,918 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | | | |

0.3%

PN

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

TYPE OF REPORTING PERSON

11

12

| CUSIP NO. | G037AX101 | | | 13 G | | | | Page 5 | of 16 |
|-----------|---|----------|--------------------------------------|---|--------------------------|-----------|-------|----------|-------|
| 1 | NAME OF REPORTING PE | RSON | Benchmark Founde | ers' Fund IV-B, L.P. ("BF | F IV-B") | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF | A MEMBER OF A G | ROUP* | | (a) | | (b) | × |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE C Delaware | F ORGAN | IZATION | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY WITH SOLE VOTING POWER 22,600 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | 6 | SHARED VOTING See response to row | | | | | | |
| | | 7 | sole power to dispo | VE POWER The per that BCMC IV, the genus of these shares, and D of IV, may be deemed to have | ınlevie, Gurley, Harvey, | Kagle and | Spurl | ock, the | |
| | 8 SHARED DISPOSITIVE POWER See response to row 7. | | | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,600 | | | | | | | | |
| 10 | CHECK BOX IF THE AGGE SHARES | REGATE A | MOUNT IN ROW (9 |) EXCLUDES CERTAIN | I | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1% | | | | | | | | |

PN

12

TYPE OF REPORTING PERSON

| CUSIP NO. | G037AX101 | | | 13 G | | | | Page 6 | of 16 |
|-----------|--|-----------|--|---------------------|-----------|-----|--|--------|-------------|
| | 1 | | | | | | | | |
| 1 | NAME OF REPORTING PE | RSON | Benchmark Capita | l Management Co. IV | 7, L.L.C. | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF | A MEMBER OF A GR | OUP* | | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE O Delaware | F ORGAN | IZATION | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | 6 | SHARED VOTING See response to row | | | | | | |
| | SOLE DISPOSITIVE POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. | | | | | | | | |
| | | 8 | SHARED DISPOSIT See response to row | | | | | | |
| 9 | AGGREGATE AMOUNT BI PERSON | ENEFICIAI | LLY OWNED BY EAC | CH REPORTING | | | | 3,15 | 50,520 |
| 10 | CHECK BOX IF THE AGGI | REGATE A | MOUNT IN ROW (9) | EXCLUDES CERTA | .IN | | | | |

12.1%

00

SHARES

TYPE OF REPORTING PERSON

11

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

| CUSIP | NO. G037AX101 | | 13 G | | | | Page 7 | of 16 | |
|---|--------------------------------------|-----------|--|---|--|---|------------------------------|----------------------------|-------|
| 1 | NAME OF REPORTING P | ERSON | Bruce W. Dunlevie | | | | | | |
| 2 | CHECK THE APPROPRIA | TE BOX II | F A MEMBER OF A GRO | OUP* | | (a) | | (b) | × |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE U.S. Citizen | OF ORGA | NIZATION | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POW 0 shares | ÆR | | | | | |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlev member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | FF IV-B V. | and | |
| | | 7 | SOLE DISPOSITIVE 0 shares | POWER | | | | | |
| | | 8 | SHARED DISPOSITE 3,150,520 shares, of w by BFF IV, 75,918 are 440,358 are held in no BCMC IV, the general member of BCMC IV | which 2,029,881 are of directly owned by I ominee form for the I partner of BCP IV, | BFF IV-A, 22,600 benefit of persons BFF IV, BFF IV-A | are directly owners associated with E and BFF IV-B, | ed by Bl BCMC I and Du | FF IV-B V. nlevie, a | and |
| 9 | AGGREGATE AMOUNT I | BENEFICIA | ALLY OWNED BY EAC | H REPORTING | | | | 3,15 | 0,520 |
| 10 | CHECK BOX IF THE AGO SHARES | GREGATE A | AMOUNT IN ROW (9) E | EXCLUDES CERTA | IN | | | | |
| 11 | PERCENT OF CLASS REI | PRESENTE | D BY AMOUNT IN RO | w 9 | | | | 1 | 12.1% |
| 12 | TYPE OF REPORTING PE | | | | | | IN | | |

| CUSIP N | IO. G037AX101 | | | 13 G | | | I | Page 8 | of 16 |
|---------|--|-----------|--|---|--|--|-----------------------------|-------------------------|-------|
| 1 | NAME OF REPORTING P | ERSON J | J. William Gurley | | | | | | |
| 2 | CHECK THE APPROPRIA | TE BOX IF | A MEMBER OF A GR | OUP* | | (a) | | (b) | × |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE U.S. Citizen | OF ORGA | NIZATION | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POV 0 shares | VER | | | | | |
| | SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | 7 | SOLE DISPOSITIVE 0 shares | E POWER | | | | | |
| | | 8 | SHARED DISPOSIT 3,150,520 shares, of by BFF IV, 75,918 ar 440,358 are held in n BCMC IV, the general member of BCMC IV | which 2,029,881 are of e directly owned by loominee form for the last last partner of BCP IV, | BFF IV-A, 22,600 a benefit of persons a BFF IV, BFF IV-A | are directly owned associated with BC and BFF IV-B, an | by BFI CMC IV d Gurle | F IV-B / /. ey, a | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 3,150,520 | | | | | | | | |
| 10 | 0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1% | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | | | |

| CUSIP NO |). G037AX101 | | | 13 G | | | F | age 9 | of 16 |
|----------|--|-----------|--|---|--|--|------------------------------|--------|-------|
| 1 | NAME OF REPORTING PE | RSON Kevi | in R. Harvey | | | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF | A MEMBER OF A GRO | OUP* | | (a) | | (b) | × |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE C U.S. Citizen | F ORGAN | IIZATION | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POW 0 shares | VER | | | | | |
| (| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | 7 | SOLE DISPOSITIVE 0 shares | POWER | | | | | |
| | | 8 | SHARED DISPOSIT 3,150,520 shares, of v by BFF IV, 75,918 are 440,358 are held in no BCMC IV, the genera member of BCMC IV | which 2,029,881 are e directly owned by ominee form for the l partner of BCP IV, | BFF IV-A, 22,600 at benefit of persons as BFF IV, BFF IV-A | re directly owned ssociated with BC and BFF IV-B, an | by BFF CMC IV. d Harve | Y IV-B | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 3,150,520 | | | | | | | | |
| 10 | 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1% | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | | | |

| CUSIP N | O. G037AX101 | | | 13 G | | | I | Page 10 | of 16 |
|---------|---|----------|---|---|--|--|-------------------------------|-------------------------|-------------|
| 1 | NAME OF REPORTING PE | RSON Rob | ert C. Kagle | | | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF | A MEMBER OF A G | ROUP* | | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE OU.S. Citizen | OF ORGAN | IZATION | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING PO 0 shares | OWER | | | | | |
| | SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | 7 | SOLE DISPOSITIV 0 shares | VE POWER | | | | | |
| | | 8 | by BFF IV, 75,918 440,358 are held in BCMC IV, the gene | ITIVE POWER f which 2,029,881 are of the directly owned by I nominee form for the learn partner of BCP IV, IV, may be deemed to be a second | BFF IV-A, 22,600 ar benefit of persons as BFF IV, BFF IV-A a | e directly own sociated with I and BFF IV-B, | ed by BI BCMC I and Kag | FF IV-B V. gle, a | ned and |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,150,520 | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1% | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | | | |

| CUSIP N | O. G037AX101 | | 13 G | | Pag | ge 11 c | of 16 | |
|---------|--|------------|---|---|------------------------------|---------|-------|--|
| 1 | NAME OF REPORTING PI | ERSON Stev | en M. Spurlock | | | | | |
| 2 | CHECK THE APPROPRIA | ΓΕ BOX IF | A MEMBER OF A GROUP* | (a) | | (b) | × | |
| 3 | SEC USE ONLY | | | | | | | |
| 4 | CITIZENSHIP OR PLACE U.S. Citizen | OF ORGAN | IZATION | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POWER 0 shares | | | | | |
| | SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 0 shares | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 3,150,520 shares, of which 2,029,881 are directly owned by BCP I by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are dir 440,358 are held in nominee form for the benefit of persons associ BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and I member of BCMC IV, may be deemed to have shared power to dis | rectly owned b lated with BCM BFF IV-B, and | oy BFF MC IV. I Spurlo | IV-B | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 3,150,520 | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1% | | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | | |

CUSIP NO. G037AX101 13 G Page 12 of 16

ITEM 1(A). NAME OF ISSUER

Ambarella, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2975 San Ysidro Way Santa Clara, CA 95051

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Founders' Fund IV, L.P., a Delaware limited partnership ("BFF IV"), Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership ("BFF IV-A"), Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership ("BFF IV-B"), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company ("BCMC IV"), and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, BFF IV. BFF IV-A and BFF IV-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV-A and BFF IV-B.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Benchmark Capital 2480 Sand Hill Road, Suite 200 Menlo Park, California 94025

ITEM 2(C) <u>CITIZENSHIP</u>

BCP IV, BFF IV. A and BFF IV-B are Delaware limited partnerships. BCMC IV is a Delaware limited liability company. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Ordinary Shares CUSIP # G037AX101

ITEM 3. <u>Not Applicable</u>.

ITEM 4. <u>OWNERSHIP</u>

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. G037AX101 13 G Page 13 of 16

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of BCP IV, BFF IV. BFF IV-A and BFF IV-B, and the limited liability company agreement of BCMC IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. <u>IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.</u>

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. <u>CERTIFICATION</u>.

Not applicable.

| CUSIP NO. G037AX101 | 13 G | Page 14 of 16 |
|---------------------|------|---------------|
| | | |

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

^{*}Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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| Exhibit A: Agreement of Joint Filing | | | 16 |
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Ambarella, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

^{*}Signed pursuant to a Power of Attorney already on file with the appropriate agencies.