SEC Form	4
----------	---

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bu	rden
hours per response:	0.5

D

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

Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Securities (D) or Indirect (D)	1. Name and Address of Reporting Person [*] Meng Teresa H				2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC</u> [AMBA]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Street) SANTA CLARA CA 95054 Image: Constraint of the security o																			specify	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owneed Following Reported Transaction(s) (Instr. 4) 5. Amount of Securities Beneficially Owneed Following Reported Transaction(s) (Instr. 4) 6. Owneership Form: Direct (D) or Indirect (D) (Instr. 4) 7. Nature Indirect Beneficially Owneed Following Reported Transaction(s) (Instr. 4) 7. Nature (Month/Day/Year) 8. Owneership Form: Direct (D) or Indirect (D) (Instr. 4) 8. Owneership Form: Direct (D) or Indirect (D) (Instr. 4) 8. Owneership Form: Direct (D) or Indirect (D) (Instr. 4) 8. Owneership Form: Direct (D) (Instr. 4) 8. Owneership Form: Direct (D) (Instr. 4) 9. Number of derivative Securities 8. Owneership Form: Direct (D) (Instr. 4) 9. Number of derivative Securities 9. Number of derivative Securities 9. Number of derivative Security (Instr. 4) 10. Owneership Form: Direct (D) or Indirect (D) (Instr. 4) 11. Nature (Month/Day/Year) 11. Nature (Month/Day/Yea	SANTA					4. If An	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	X Form filed by One Reporting Person Form filed by More than One Reporting					
Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Disposed Of (D) (Instr. 3, 4 and 5) Securities (I) (Instr. 4) Securities (I) (Instr. 4) Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Derivative Security (Instr. 3) 2. Code (Instr. 3) Transaction (Code (Instr. 4)) Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction (I) (Instr. 4) Securities (I) (Instr. 4) Securities (I) (Instr. 4) Form: Direct (I) (Instr. 4) Indirect Beneficially Ownersh (Instr. 4) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Perice of Derivative Security (Instr. 3) 3. Transaction (Instr. 4) 3. A Deemed Execution Date, (f any (Month/Day/Year) 5. Number of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Security (Instr. 3) 8. Price of Derivative Securities (Instr. 4) 9. Number of derivative Securities (Month/Day/Year) 10. Ownership Form: Disposed of (D) (Instr. 3, 4 and 5) 10. Derivative Securities 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 11. Nation (Instr. 4)			Tal	ole I - No	n-Deriv	ative S	ecuritie	es Ac	qui	ired,	Dis	osed o	f, o	r Ben	eficiall	y Owned				
Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 3) Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4) 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) 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Acquired (Month/Day/Year) 8. Price of Derivative Securities (Instr. 3) 9. Number of derivative Securities (Instr. 4) 10. Ownership Form: Beneficially (Instr. 4) 10. Ownership Form: Beneficially (Instr. 4) 11. Nation (Instr. 4)	Date					on Date,	,	Transaction Disposed Code (Instr. 5)						Securitie Beneficia Owned F	ies Fo cially (D) Following (I)		: Direct Indirect str. 4)	Beneficial Ownership		
1. Title of Derivative Security (Instr. 3) 2. Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Transaction Derivative Securities 5. Number of Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and A. Deemed Expiration Date (Month/Day/Year) 8. Price of Derivative Securities 9. Number of derivative Securities 10. Ownership Form: Direct (D) Owner (Instr. 4) 10. Ownership Form: Direct (D) (Instr. 4) 11. Nation (Instr. 4)								Code V Amo		Amount	(A) or (D) Price		Price	Transaction(s)				(
Derivative Security (Instr. 3)Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction Code (Instr. 8)of Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4)Expiration Date (Month/Day/Year)Amount of Securities Underlying Derivative Security (Instr. 3 and 4)Derivative SecurityOwnership Form: Bereation Ownership Ownership Or Indirect (Instr. 4)Derivative SecurityConversion (Instr. 4)Transaction (Instr. 4)of Derivative SecurityExpiration Date (Month/Day/Year)Amount of Securities Underlying Derivative Security (Instr. 3 and 4)Derivative Security (Instr. 4)Ownership Security (Instr. 4)<																				
	Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Tra if any (Month/Day/Year) 0 Price of Derivative 0				ransactior ode (Instr	nsaction of Derivative le (Instr. Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4							Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

(1)

Restricted

Stock Units

1. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

2. The restricted stock units will vest as to 1/4th of the restricted stock units each three months following the vesting start date of September 15, 2020, so as to be 100% vested on September 15, 2021.

(D)

Date Exercisable

(2)

Expiration Date

09/15/2021(2)

By: /s/ Michael Morehead,

Shares

3,833

Title

Ordinary

Shares

Attorney-in-Fact For: Teresa 09/09/2020 Meng

\$<mark>0.0</mark>

3,833

** 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).

09/04/2020

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code V

Α

(A)

3,833

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.