

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Day Christopher</u> <hr/> (Last) (First) (Middle) <u>2975 SAN YSIDRO WAY</u> <hr/> (Street) <u>SANTA CLARA CA 95051</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/09/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [ AMBA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(1)	04/13/2020	Ordinary Shares	100,000	8.64	D
Stock Option (right to buy)	(2)	11/03/2020	Ordinary Shares	8,888	8.82	D
Stock Option (right to buy)	(3)	08/30/2021	Ordinary Shares	22,222	8.82	D
Stock Option (right to buy)	(4)	07/10/2022	Ordinary Shares	17,777	9.99	D
Restricted Stock Units	(6)	(6)	Ordinary Shares	8,889	(5)	D

**Explanation of Responses:**

- 25% of the Shares subject to the option vest on March 29, 2011 and 1/48 of the shares vest monthly thereafter.
- Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- Shares subject to the option vest monthly over four years beginning on August 1, 2011.
- Shares subject to the option vest monthly over four years beginning on May 23, 2012.
- Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- The RSUs vest as to 1/16 of the RSUs each three months following 9/15/12; provided however, that the RSUs shall not vest at all until either the expiration of the lock-up period applicable in connection with the Company's S-1 Registration Statement or upon a change of control transaction, at which time the original vesting schedule shall apply.

**Remarks:**

VP, Marketing and Business Development

Michael Morehead, by Power of Attorney 10/09/2012

\*\* 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 5 (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.