

<b>OMB APPROVAL</b>	
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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>TAN LIP BU</u>  (Last) (First) (Middle) <u>ONE CALIFORNIA STREET, SUITE 2800</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2013</u>	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	06/24/2013		J <sup>(3)</sup>		737,499 <sup>(7)</sup>	D	\$0	2,275,244	I	See Footnote <sup>(1)</sup>
Ordinary Shares	06/24/2013		J <sup>(3)</sup>		119 <sup>(7)</sup>	A	\$0	119	I	See Footnote <sup>(2)</sup>
Ordinary Shares	06/25/2013		J <sup>(4)</sup>		14,905 <sup>(7)</sup>	D	\$0	2,260,339	I	See Footnote <sup>(1)</sup>
Ordinary Shares	06/25/2013		J <sup>(4)</sup>		11,253 <sup>(7)</sup>	A	\$0	11,253	I	See Footnote <sup>(8)</sup>
Ordinary Shares	06/25/2013		J <sup>(4)</sup>		997 <sup>(7)</sup>	A	\$0	1,116	I	See Footnote <sup>(2)</sup>
Ordinary Shares	06/25/2013		J <sup>(4)</sup>		357	A	\$0	357	I	See Footnote <sup>(5)</sup>
Ordinary Shares	06/25/2013		J <sup>(4)</sup>		347	A	\$0	347	I	See Footnote <sup>(6)</sup>

**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					

**Explanation of Responses:**

- Such shares are held by Pacven Walden Ventures V, L.P. and affiliated funds. Mr. Tan disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.
- Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.
- Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P. and affiliated funds, without consideration, to their partners or shareholders as applicable.
- Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co., Ltd., without consideration, to its shareholders.
- Such shares are held by Reserve Holdings LLC, of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by Reserve Holdings LLC except to the extent of any pecuniary interest therein.
- Such shares are held by WIIG Pool, Inc., of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by WIIG Pool, Inc. except to the extent of any pecuniary interest therein.

7. The previous number of shares reported in the reporting person's original Form 4 mistakenly included the shares acquired and disposed of in the distribution that occurred on June 25, 2013 with those of the distributions that occurred on June 24, 2013.

8. Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.

/s/ Lip-Bu Tan

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.

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