

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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

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* |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |  |
| <u>Chen Yun-Lung</u>                     |         |          | <u>AMBARELLA INC [ AMBA ]</u>                            |  |  | Director 10% Owner  |  |  |
| (Last)                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  |  | X Officer (give title below) Other (specify below)                      |  |  |
| <u>3101 JAY STREET</u>                   |         |          | <u>06/18/2019</u>  |  |  | <u>VP, Business Development</u>   |  |  |
| (Street)                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)             |  |  |
| <u>SANTA CLARA CA 95054</u>              |         |          |  |  |  | X Form filed by One Reporting Person                                    |  |  |
| (City)                                   | (State) | (Zip)    |  |  |  | Form filed by More than One Reporting Person                            |  |  |

**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                 | 06/18/2019                           |  | M                              |   | 4,150   | A          | (1)   | 29,131  | D  |   |

**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 |
| Restricted Stock Units                     | (1)  | 06/18/2019                           |  | M                              |   |  | 929   | (2)  | 09/15/2019 <sup>(2)</sup> | Ordinary Shares   | 929  | \$0.0  | 930   | D  |       |
| Restricted Stock Units                     | (1)  | 06/18/2019                           |  | M                              |   |  | 1,278 | (3)  | 06/15/2021 <sup>(3)</sup> | Ordinary Shares   | 1,278                                      | \$0.0  | 10,227  | D  |       |
| Restricted Stock Units                     | (1)  | 06/18/2019                           |  | M                              |   |  | 707   | (4)  | 03/15/2022 <sup>(4)</sup> | Ordinary Shares   | 707  | \$0.0  | 7,785   | D  |       |
| Restricted Stock Units                     | (1)  | 06/18/2019                           |  | M                              |   |  | 353   | (5)  | 10/07/2025 <sup>(5)</sup> | Ordinary Shares   | 353  | \$0.0  | 354   | D  |       |
| Restricted Stock Units                     | (1)  | 06/18/2019                           |  | M                              |   |  | 883   | (6)  | 03/06/2026 <sup>(6)</sup> | Ordinary Shares   | 883  | \$0.0  | 883   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- The RSUs vest as to 1/10 of the RSUs on June 15, 2017 and 1/10 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on September 15, 2019.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on June 15, 2018.
- The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2019.
- The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2015.
- The restricted stock units vest at the rate of 1/14 per quarter commencing on March 15, 2016.

By: /s/ Michael Morehead,  
Attorney in Fact For: Yun-  
Lung Chen 06/19/2019

\*\* 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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