UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

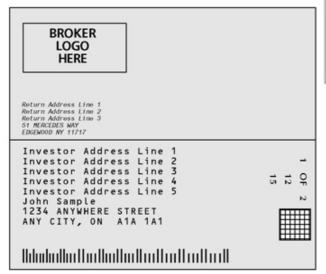
Filed by the Registrant $\ oxedsymbol{\boxtimes}$			Filed by a Party other than the Registrant \Box	
Che	ck the	appropriate box:		
	Preliminary Proxy Statement			
	Con	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))		
	Defi	nitive Proxy Statemen	nt	
☐ Definitive Additional Materials		terials		
	Soliciting Material Pursuant to §240.14a-12			
			Ambarella, Inc. (Name of Registrant as Specified In Its Charter)	
			(Name of Person(s) Filing Proxy Statement, if other than the Registrant)	
Payr	nent o	f Filing Fee (Check th	ne appropriate box):	
\boxtimes	No f	ee required.		
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.		low per Exchange Act Rules 14a-6(i)(1) and 0-11.	
	(1)	Title of each class o	of securities to which transaction applies:	
	(2)	Aggregate number of	of securities to which transaction applies:	
	(3)		ner underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is how it was determined):	
	(4)	Proposed maximum	aggregate value of transaction:	
	(5)	Total fee paid:		
	Fee j	paid previously with p	preliminary materials.	
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.			
	(1)	Amount Previously	Paid:	
	(2)	Form, Schedule or I	Registration Statement No.:	
	(3)	Filing Party:		
	(4)	Date Filed:		

BARCODE

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 04, 2015

AMBARELLA, INC.



Meeting Information

Meeting Type: Annual Meeting For holders as of: April 08, 2015

Date: June 04, 2015 Time: 9:00 AM PDT

Location: Ambarella 3101 Jay Street Santa Clara, CA 95054

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow \rightarrow xxxx xxxx xxxx xxxx (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com 2) BYTELEPHONE: 1-800-579-1639

3) BY E-MAIL*: sendmaterial@proxyvote.com

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 21, 2015 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use Only

- 1. Election of Directors
- Nominees 01 Christopher B. Paisley 02 Andrew W. Verhalen

The Board of Directors recommends you vote FOR the following proposal(s):

- Proposal to ratify the appointment of PricewaterhouseCoopers LLP as Ambarella's independent registered public accounting firm for the fiscal year ending on January 31, 2016.
- 3. To approve, on an advisory basis, the compensation of Ambarella, Inc.'s named executive officers.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4. To approve, on an advisory basis, the frequency of future advisory votes on executive compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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Voting Instructions

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THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO BANKS AND BROKERS AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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