

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Chen Yun-Lung</u>  (Last) (First) (Middle) 3101 JAY STREET  (Street) SANTA CLARA CA 95054  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/16/2017		M		3,708	A	(1)	13,227 <sup>(2)</sup>	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)	03/16/2017		M			1,313	(3)	08/27/2023 <sup>(3)</sup>	Ordinary Shares	1,313	\$0.0	2,625	D	
Restricted Stock Units	(1)	03/16/2017		M			1,159	(4)	09/07/2024 <sup>(4)</sup>	Ordinary Shares	1,159	\$0.0	6,957	D	
Restricted Stock Units	(1)	03/16/2017		M			353	(5)	10/07/2025 <sup>(5)</sup>	Ordinary Shares	353	\$0.0	3,533	D	
Restricted Stock Units	(1)	03/16/2017		M			883	(6)	03/06/2026 <sup>(6)</sup>	Ordinary Shares	883	\$0.0	8,826	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Includes 181 shares acquired under the Company's employee stock purchase plan on March 15, 2017.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2014.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2015.
- The restricted stock units vest at the rate of 1/14 per quarter beginning on March 15, 2016.

By: /s/ Michael Morehead,  
 Attorney in Fact For: Yun-Lung 03/17/2017  
 Chen

\*\* 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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