

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2015</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/25/2015		M		10,000	A	\$8.82	14,167	D	
Ordinary Shares	03/25/2015		M		2,500	A	\$16.35	16,667	D	
Ordinary Shares	03/25/2015		M		2,777	A	\$38.92	19,444	D	
Ordinary Shares	03/25/2015		S		15,277	D	\$69.4451 ⁽¹⁾	4,167	D	
Ordinary Shares								1,464	I	See Footnote ⁽²⁾

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
Stock Option (right to buy)	\$8.82	03/25/2015		M			10,000	(3)	11/03/2020	Ordinary Shares	10,000	\$0.00	12,222	D	
Stock Option (right to buy)	\$16.35	03/25/2015		M			2,500	(4)	06/06/2023	Ordinary Shares	2,500	\$0.00	3,055	D	
Stock Option (right to buy)	\$38.92	03/25/2015		M			2,777	(5)	09/08/2024	Ordinary Shares	2,777	\$0.00	2,778	D	

Explanation of Responses:

- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$69.27 to \$69.65 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.
- Of the 22,222 total shares granted, the shares subject to the option vested monthly over four years beginning on August 1, 2010.
- Of the 5,555 total shares granted, the shares subject to the option vested at a rate of 1/12 per month following the vest start date of June 6, 2013
- Of the 5,555 total shares granted, the shares subject to the option vest at a rate of 1/12 per month following the vesting start date of September 8, 2014.

Remarks:

/s/ Michael Morehead by
Power of Attorney 03/27/2015

** 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.

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.