

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

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

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

1. Name and Address of Reporting Person* <u>Kohn Leslie</u>			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 checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2020</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
3101 JAY STREET (Street) <u>SANTA CLARA CA 95054</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City)	(State)	(Zip)				

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	12/16/2020		M		9,739	A	(1)	889,020	D	
Ordinary Shares	12/16/2020		S		4,970(2)	D	\$90.25	884,050	D	
Ordinary Shares	12/16/2020		s(3)		12,655	D	\$89.7182(4)	871,395	D	
Ordinary Shares	12/16/2020		s(3)		5,545	D	\$90.217(5)	865,850	D	
Ordinary Shares	12/16/2020		s(3)		1,400	D	\$91.4961(6)	864,450	D	
Ordinary Shares	12/16/2020		s(3)		400	D	\$92.4875(7)	864,050	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	Amount or Number of Shares				
Restricted Stock Units	(1)	12/16/2020		M			4,037	(8)	06/15/2021(8)	Ordinary Shares	4,037	\$0.0	8,074	D	
Restricted Stock Units	(1)	12/16/2020		M			2,967	(9)	03/15/2022(9)	Ordinary Shares	2,967	\$0.0	14,835	D	
Restricted Stock Units	(1)	12/16/2020		M			2,735	(10)	03/15/2023(10)	Ordinary Shares	2,735	\$0.0	24,612	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on March 19, 2020.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$89.03 to \$90.02 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 this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$90.03 to \$90.65 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 this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$91.20 to \$91.74 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 this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$92.48 to \$92.49 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 this Form 4.
- 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 1/12 per quarter commencing on March 15, 2020.

By: /s/ Michael Morehead,
Attorney-in-Fact For: Leslie Kohn 12/18/2020

** 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.

