

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* <b>TAN LIP BU</b>  (Last) (First) (Middle) <b>ONE CALIFORNIA STREET, SUITE 2800</b>  (Street) <b>SAN FRANCISCO CA 94111</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMBARELLA INC [ AMBA ]</b>	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) <b>12/13/2013</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	12/16/2013		M		695	A	(1)	1,389	D	
Ordinary Shares	12/13/2013		J(2)		7,304	D	\$0.00	775,694	I	See Footnote(3)
Ordinary Shares	12/13/2013		J(2)		1,994	A	\$0.00	3,348	I	See Footnote(4)
Ordinary Shares	12/13/2013		J(2)		694	A	\$0.00	694	I	See Footnote(5)
Ordinary Shares	12/17/2013		S		694	D	\$24.8855(6)	0	I	See Footnote(5)
Ordinary Shares	12/13/2013		J(2)		714	A	\$0.00	714	I	See Footnote(7)
Ordinary Shares	12/17/2013		S		714	D	\$24.8855(6)	0	I	See Footnote(7)
Ordinary Shares								3,018	I	See Footnote(8)

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)	12/16/2013		M		695		(9)	(9)	Ordinary Shares	695	\$0.00	1,389	D	

Explanation of Responses:

- Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co., Ltd., without consideration, to their partners or shareholders as applicable.
- Such shares are held by Pacven Walden Ventures V, L.P. and affiliated funds. Mr. Tan disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.
- Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.
- Such shares are held by WIIG Pool, Inc., of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by WIIG Pool, Inc. except to the extent of any pecuniary interest therein.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$24.82 to \$24.99 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 (6) to this Form 4.
- Such shares are held by Reserve Holdings LLC, of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by Reserve Holdings LLC except to the extent of any pecuniary interest therein.
- Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.
- Of the total 2,778 shares, the RSUs vest as to one-fourth of the RSUs each three months following June 15, 2013.

**Remarks:**

/s/ Lip-Bu Tan

12/17/2013

\*\* 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.**