

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>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>VP, Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2020</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	03/17/2020		M		4,973	A	(1)	34,510	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)	03/17/2020		M			3,984	(2)	03/15/2020 ⁽²⁾	Ordinary Shares	3,984	\$0.0	0	D	
Restricted Stock Units	(1)	03/17/2020		M			1,278	(3)	06/15/2021 ⁽³⁾	Ordinary Shares	1,278	\$0.0	6,392	D	
Restricted Stock Units	(1)	03/17/2020		M			707	(4)	03/15/2022 ⁽⁴⁾	Ordinary Shares	707	\$0.0	5,662	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- On March 28, 2017, reporting person was granted an RSU award covering a target of 3,984 ordinary shares (the "Target RSU Number"), subject to satisfaction of predetermined, performance-based vesting criteria that could result in 0% - 150% of the Target RSU Number becoming eligible to vest, subject to certain adjustments. On February 26, 2018, the Company's Board of Directors determined the performance criteria for the RSUs had been satisfied at a level that resulted in 100% of the Target RSU Number becoming eligible for time-based vesting. Pursuant to time-based vesting requirements, 100% of the award would vest on March 15, 2020, subject to possible adjustment based on a total stockholder return ("TSR") performance metric covering the period of February 1, 2017 to January 31, 2020 (the "TSR Period"). As a result of the Company's TSR performance over the TSR Period, the RSUs eligible to vest were reduced by 25%. A total of 2,988 ordinary shares were delivered to reporting person.
- 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.

By: /s/ Michael Morehead,
Attorney-in-Fact For: Yun-
Lung Chen 03/19/2020

** 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.