

**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*<br><u>Day Christopher</u><br><br>(Last) (First) (Middle)<br>3101 JAY STREET<br><br>(Street)<br>SANTA CLARA CA 95054<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMBARELLA INC [ AMBA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>X See Remarks |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/11/2013               |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X Form filed by One Reporting Person<br><br>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                 | 09/11/2013                           |  | M                              |   | 390   | A          | \$8.64                   | 19,352  | D  |   |
| Ordinary Shares                 | 09/11/2013                           |  | S <sup>(1)</sup>               |   | 390   | D          | \$17.95                  | 18,962  | D  |   |
| Ordinary Shares                 | 09/12/2013                           |  | M                              |   | 1,300   | A          | \$8.64                   | 20,262  | D  |   |
| Ordinary Shares                 | 09/12/2013                           |  | S <sup>(1)</sup>               |   | 1,300   | D          | \$17.9623 <sup>(2)</sup> | 18,962  | 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 |
| Stock Option (right to buy)                | \$8.64   | 09/11/2013                           |  | M                              |   |  | 390   | (3)  | 04/13/2020      | Ordinary Shares   | 390  | \$0  | 58,150  | D  |       |
| Stock Option (right to buy)                | \$8.64   | 09/12/2013                           |  | M                              |   |  | 1,300 | (3)  | 04/13/2020      | Ordinary Shares   | 1,300                                      | \$0  | 56,850  | D  |       |

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted on June 15, 2013.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$17.95 to \$17.99 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 (2) to this Form 4.
- Of the total grant of 100,000 shares, 25% vests on the one year anniversary of the date of grant, April 13, 2010, and the remaining shares vest in equal monthly installments over 36 months.

**Remarks:**

VP, Marketing and Business Development

/s/ Michael Morehead, by 09/13/2013  
Power of Attorney

\*\* 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.