
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM SD

SPECIALIZED DISCLOSURE REPORT

Ambarella, Inc.

(Exact name of the registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-35667
(Commission
File Number)

98-0459628
(IRS Employer
Identification No.)

3101 Jay Street, Santa Clara, California
(Address of principal executive offices)

95054
(Zip code)

Michael Morehead, General Counsel (408) 734-8888
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2015.

INFORMATION TO BE INCLUDED IN THE REPORT

Section 1 — Conflict Minerals Disclosure

ITEM 1.01 – Conflicts Minerals Disclosure and Report

Conflict Minerals Disclosure

The Conflict Minerals Report of Ambarella, Inc., a Cayman Islands corporation, for the calendar year ended December 31, 2015 is filed herewith as Exhibit 1.01 and is available at: <http://investor.ambarella.com/sec.cfm>. The website and information accessible through it are not incorporated into this document.

ITEM 1.02 – Exhibits

The Conflict Minerals Report for the calendar year ended December 31, 2015 is filed as Exhibit 1.01.

Section 2 — Exhibits

Item 2.01 Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.01	Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

AMBARELLA, INC.

Date: May 31, 2016

By: /s/ Michael Morehead
Michael Morehead
General Counsel

Conflict Minerals Report of Ambarella, Inc.
in Accordance with Rule 13p-1 under the Securities Exchange Act of 1934

This is the Conflict Minerals Report for Ambarella, Inc. (“Ambarella”, “we”, “us” or “our”), filed with the Securities Exchange Commission (SEC) in accordance with Rule 13p-1 (the “Rule”) under the Securities Exchange Act of 1934 (the “1934 Act”) for calendar year 2015. The Rule was adopted by the SEC to implement reporting and disclosure requirements related to conflict minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act). The rule imposes certain reporting obligations on SEC registrants whose manufactured products contain conflict minerals that are necessary to the functionality or production of their products. “Conflict minerals” are defined as cassiterite, columbite-tantalite, gold, wolframite, and their derivatives, which are limited to tin, tantalum, tungsten, and gold (3TG) for the purposes of this assessment.

Consistent with the provisions of Rule 13p-1, neither this specialized disclosure report nor our Reasonable Country of Origin Inquiry described herein has been audited by a third party.

1. Company Overview; Products

Ambarella was incorporated in the Cayman Islands in 2004. Ambarella designs, markets and sells low-power, high-definition (HD) video compression and image processing semiconductor solutions. Ambarella’s system-on-a-chip (SoC) solutions are used in a variety of HD cameras, including Internet Protocol, or IP, security cameras, wearable sports cameras, unmanned aerial video, or UAV, cameras, and automotive video camera recorders. In addition, Ambarella’s video compression SoCs also are used in television broadcasting equipment. Ambarella’s ordinary shares have been listed on the NASDAQ Stock Market (symbol: AMBA) since the company’s initial public offering in October 2012.

Ambarella’s SoC solutions integrate HD video processing, image processing, audio processing and system functions onto a single semiconductor chip, delivering exceptional video and image quality, functionality and low power consumption. Ambarella sells its SoC solutions to manufacturers of video cameras and television broadcasting infrastructure equipment. Ambarella’s primary camera markets are for wearable sports cameras, IP security cameras, automotive aftermarket cameras and UAV cameras.

During the 2015 calendar year, we sub-contracted to manufacture products containing 3TG minerals and that the use of these minerals is necessary to the functionality or production of our products.

2. Supply Chain Overview

We operate our business based on a fabless semiconductor model. Accordingly, we rely on third parties located in Asia for substantially all of our manufacturing operations, including wafer fabrication, assembly and testing of our products. There are multiple tiers between our company and the mines that produce conflict minerals. Accordingly, we rely on our direct suppliers to provide information on the origin of the conflict minerals that are included in our products.

3. Due Diligence Program

Our due diligence processes and efforts have been developed in conjunction with the second edition of the Organisation for Economic Co-operation and Development (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and the related supplements for gold and for tin, tantalum and tungsten. We designed our due diligence process to conform in all material respects with these OECD guidelines. Ambarella’s due diligence measures included:

- Identification of the components in Ambarella products that contain conflict minerals, and the suppliers through which those components are sourced.

- Conducting a supply-chain survey with direct suppliers of materials containing conflict minerals using the standard Conflict Minerals Reporting Template designed by the Electronic Industry Citizenship Coalition (EICC) and the Global e-Sustainability Initiative (GeSI).
- Comparing the smelters and refiners identified in the supply-chain survey against the list of smelter facilities which have been identified as “conflict free” by programs such as the EICC/GeSI Conflict Free Smelter (CFS) program for tantalum, tin, tungsten and gold.

Our conflict minerals project team responsible for conducting the due diligence is comprised of employees in our operations department, which is responsible for selecting, and retaining relationships with, our third-party vendors. Our due diligence process is overseen by executives from our operations and legal functions.

We have retained all relevant documentation from our RCOI documentation to ensure the retention of relevant documentation in a structured electronic database.

4. Reasonable Country of Origin Inquiry (RCOI) and RCOI Results

We conducted a survey of our active suppliers using a template developed by the Electronic Industry Citizenship Coalition (EICC) and the Global e-Sustainability Initiative (GeSI), known as the Conflict Minerals Reporting Template. The template was developed to facilitate disclosure and communication of information regarding smelters that provide material to a company’s supply chain. It includes questions regarding a company’s conflict-free policy, engagement with its direct suppliers, and a listing of the smelters the company and its suppliers use. In addition, the template contains questions about the origin of conflict minerals included in their products, as well as supplier due diligence. We believe this template is widely used by companies in our industry for the purpose of conducting due diligence related to conflict minerals.

During the process of our review, we identified our high-risk direct suppliers who fell within the scope of our RCOI. We sent the Conflict Minerals Reporting Template to these direct suppliers and received responses from each of them. Based on the responses, all of our suppliers do source some conflict minerals from the covered countries. With the exception of one supplier, all of the smelters and refiners identified by our suppliers as sourcing from covered countries are listed on the CFSI Conflict Free Smelter List. One of our suppliers identified two smelters that are active in the CFSI Conflict Free Smelter Program but have not yet completed the certification process.

As indicated above, we relied heavily on our suppliers to provide the necessary sourcing information, which may be inaccurate or incomplete. As a downstream purchaser of materials and components that contain conflict minerals, our due diligence measures cannot yet provide complete assurance regarding the source and chain of custody of the conflict minerals in our Covered Products.

5. Audit of Supply Chain Due Diligence

As noted above, as a fabless semiconductor company we do not have a direct relationship with 3TG smelters and refiners, and we did not perform direct audits of the other entities in our supply chain. However, we do rely upon industry efforts to influence smelters and refineries to participate in the EICC/GeSI Conflict-Free Smelter Program. We did not engage a third-party auditor to audit our due diligence procedures or the results of our due diligence.

6. Improvement Efforts to Mitigate Risk

Specific steps we have taken and continue to take to manage risks include:

- update our Conflict Minerals Policy and internal processes, as needed to improve transparency and communication with suppliers and to collect better data on our supply chain;

- continuing to engage with manufacturers and suppliers to obtain current, accurate and complete information about our supply chain; and
- continuing to improve due diligence efforts to ensure responsible sourcing in compliance with our Conflict Minerals Policy.

7. Facilities Used to Process Conflict Materials

The following list represents the smelters and refiners identified by our suppliers, verified against the CFSI known smelters and refiners.

List of Facilities

<u>Metal</u>	<u>Name of Smelter or Refinery</u>	<u>Smelter/Refinery Location</u>
Gold	Heraeus Ltd. Hong Kong	HONG KONG
Gold	Western Australian Mint trading as The Perth Mint	AUSTRALIA
Gold	Tanaka Kikinzoku Kogyo K.K.	JAPAN
Gold	Metalor Technologies SA	SWITZERLAND
Gold	Metalor Technologies (Hong Kong) Ltd.	CHINA
Gold	Metalor USA Refining Corporation	UNITED STATES
Gold	Argor-Heraeus SA	SWITZERLAND
Gold	Asahi Pretec Corporation	JAPAN
Gold	Materion	UNITED STATES
Gold	Mitsubishi Materials Corporation	JAPAN
Gold	Royal Canadian Mint	CANADA
Gold	SEMPSA Joyería Platería SA	SPAIN
Gold	Shandong Zhaojin Gold & Silver Refinery Co. Ltd	CHINA
Gold	Aida Chemical Industries Co., Ltd.	JAPAN
Gold	Asaka Riken Co., Ltd.	JAPAN
Gold	Aurubis AG	GERMANY
Gold	DSC (Do Sung Corporation)	KOREA, REPUBLIC OF
Gold	Dowa	JAPAN
Gold	Ishifuku Metal Industry Co., Ltd.	JAPAN
Gold	Asahi Refining USA Inc.	UNITED STATES
Gold	Asahi Refining Canada Limited	CANADA
Gold	JX Nippon Mining & Metals Co., Ltd.	JAPAN
Gold	Kojima Chemicals Co., Ltd.	JAPAN
Gold	LS-NIKKO Copper Inc.	KOREA, REPUBLIC OF
Gold	Matsuda Sangyo Co., Ltd.	JAPAN
Gold	Mitsui Mining and Smelting Co., Ltd.	JAPAN
Gold	Nihon Material Co., Ltd.	JAPAN
Gold	PAMP SA	SWITZERLAND
Gold	Solar Applied Materials Technology Corp.	TAIWAN
Gold	Sumitomo Metal Mining Co., Ltd.	JAPAN
Gold	Tokuriki Honten Co., Ltd.	JAPAN

Gold	Umicore SA Business Unit Precious Metals Refining	BELGIUM
Tantalum	H.C. Starck GmbH Goslar	GERMANY
Tantalum	H.C. Starck GmbH Laufenburg	GERMANY
Tantalum	H.C. Starck Co., Ltd.	THAILAND
Tantalum	H.C. Starck Hermsdorf GmbH	GERMANY
Tantalum	H.C. Starck Inc.	UNITED STATES
Tantalum	H.C. Starck Ltd.	JAPAN
Tantalum	H.C. Starck Smelting GmbH & Co.KG	GERMANY
Tantalum	Ningxia Orient Tantalum Industry Co., Ltd.	CHINA
Tantalum	Global Advanced Metals Boyertown	UNITED STATES
Tantalum	Ulba Metallurgical	KAZAKHSTAN
Tantalum	F&X Electro-Materials Ltd.	CHINA
Tantalum	Solikamsk Magnesium Works OAO	RUSSIAN FEDERATION
Tantalum	Mitsui Mining & Smelting	JAPAN
Tantalum	Taki Chemicals	JAPAN
Tin	CV United Smelting	INDONESIA
Tin	Malaysia Smelting Corporation (MSC)	MALAYSIA
Tin	Metallo Chimique	BELGIUM
Tin	Mineração Taboca S.A.	BRAZIL
Tin	Minsur	PERU
Tin	Operaciones Metalurgical S.A.	BOLIVIA
Tin	PT Bukit Timah	INDONESIA
Tin	PT Stanindo Inti Perkasa	INDONESIA
Tin	PT Timah	INDONESIA
Tin	Thaisarco	THAILAND
Tin	PT Bangka Tin Industry	INDONESIA
Tin	Yunnan Tin Company, Ltd.	CHINA
Tin	Alpha	UNITED STATES
Tin	PT Timah (Persero), Tbk	INDONESIA
Tin	White Solder Metalurgia e Mineração Ltda.	BRAZIL
Tin	Cooperativa Metalurgica de Rondônia Ltda.	BRAZIL
Tin	PT Aries Kencana Sejahtera	INDONESIA
Tin	CV Serumpun Sebalai	INDONESIA
Tin	EM Vinto	BOLIVIA
Tin	Fenix Metals	POLAND
Tin	Gejiu Non-Ferrous Metal Processing Co., Ltd.	CHINA
Tin	China Tin Group Co., Ltd.	CHINA
Tin	Mitsubishi Materials Corporation	JAPAN
Tin	PT Artha Cipta Langgeng	INDONESIA
Tin	PT Babel Inti Perkasa	INDONESIA
Tin	PT Belitung Industri Sejahtera	INDONESIA
Tin	PT DS Jaya Abadi	INDONESIA
Tin	PT Eunindo Usaha Mandiri	INDONESIA
Tin	PT Mitra Stania Prima	INDONESIA
Tin	PT Panca Mega Persada	INDONESIA

Tin	PT Refined Bangka Tin	INDONESIA
Tin	PT Sariwiguna Binasentosa	INDONESIA
Tin	PT Tinindo Inter Nusa	INDONESIA
Tin	Yunnan Chengfeng Non-ferrous Metals Co., Ltd.	CHINA
Tin	Magnu's Minerais Metais e Ligas Ltda.	BRAZIL
Tin	PT ATD Makmur Mandiri Jaya	INDONESIA
Tin	PT Inti Stania Prima	INDONESIA
Tungsten	Xiamen Tungsten Co., Ltd	CHINA
Tungsten	Xiamen Tungsten (H.C.) Co., Ltd.	CHINA
Tungsten	Ganzhou Huaxin Tungsten Products	CHINA
Tungsten	Ganzhou Seadragon W & Mo Co., Ltd.	CHINA
Tungsten	Hunan Chunchang Nonferrous Metals Co., Ltd.	CHINA
Tungsten	Chongyi Zhangyuan Tungsten Co Ltd	CHINA
Tungsten	Global Tungsten & Powders Corp.	UNITED STATES
Tungsten	Japan New Metals Co., Ltd.	JAPAN