

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MATRIX PARTNERS VII LP ET AL</u> (Last) (First) (Middle) <u>1000 WINTER STREET</u> <u>SUITE 4500</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/09/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preference Shares	(1)	(1)	Ordinary Shares	2,085,113 ⁽¹⁾	(1)	I	By Partnership ⁽³⁾
Series C Convertible Preference Shares	(2)	(2)	Ordinary Shares	553,250 ⁽²⁾	(2)	I	By Partnership ⁽³⁾

Explanation of Responses:

- The Series B Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- The Series C Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- All shares held by Matrix Partners VII, L.P. Matrix VII Management Co. L.L.C. is the General Partner of the aforementioned entity and disclaims beneficial ownership of the shares owned by the entity except to the proportionate pecuniary interest therein.

/s/ Attorney-in-Fact for Matrix VII Management Co., LLC 10/09/2012

** 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 5 (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.