## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

## 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

1. Name and Addres Wang Feng-M	s of Reporting Person <sup>*</sup>			er Name <b>and</b> Ticke BARELLA IN						ationship of Reportin k all applicable) Director			
(Last) 3101 JAY STREE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2022										
(Street) SANTA CLARA (City)		95054 (Zip)	4. If Ar	4. If Amendment, Date of Original Filed (Month/Day/Year)						ividual or Joint/Group Filing (Check Applicable 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) Date (Month/D			2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A)   Transaction Disposed Of (D) (Instr. 3, 4)   Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	Amount (A) or (D) Pri		Price	Transaction(s) (Instr. 3 and 4)		(1100.4)	
Ordinary Shares		09/16/	/2022		М		7.301	A	(1)	697.361 <sup>(2)</sup>	D		

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

s

3,736(3)

D

\$63.25

693.625

D

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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	Amount or Number of Shares				
Restricted Stock Units	(1)	09/16/2022		М			3,593	(4)	03/15/2023 <sup>(4)</sup>	Ordinary Shares	3,593	\$0.0	7,185	D	
Restricted Stock Units	(1)	09/16/2022		М			1,467	(5)	03/15/2024 <sup>(5)</sup>	Ordinary Shares	1,467	\$0.0	8,805	D	
Restricted Stock Units	(1)	09/16/2022		М			2,241	(6)	03/15/2025 <sup>(6)</sup>	Ordinary Shares	2,241	\$0.0	22,409	D	

## Explanation of Responses:

Ordinary Shares

1. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

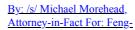
2. Includes 142 shares acquired under the Company's employee stock purchase plan on September 15, 2022.

3. Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

4. The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2020.

5. The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2021.

6. The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2022.



Ming Wang

09/20/2022

\*\* 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).

09/16/2022

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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