SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no long	er subject to
Section 16. Form 4 or Fo	
obligations may continue	e. See
Instruction 1(b).	

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	ddress of Reporting		2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC</u> [AMBA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PAISLEY CHRISTOPHER B			<u></u>	X	Director	10% Owner				
(Last) 3101 JAY ST	(First) TREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/16/2020		Officer (give title below)	Other (specify below)				
(Street) SANTA CA 95054 CLARA		95054	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person				
(City)	(State)	(Zip)								
	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)	Transaction Code (Instr.					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)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Ordinary Shares	09/16/2020		М		858	Α	(1)	26,676	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		xpiration Date Amount of Month/Day/Year) Securities		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)	09/16/2020		М			858	(2)	(2)	Ordinary Shares	858	\$0.0	0	D	

Explanation of Responses:

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

2. The restricted stock units will vest as to 1/4th of the restricted stock units each three months following the vesting start date of September 15, 2019, so as to be 100% vested on September 15, 2020.

By: /s/ Michael Morehead,	
Attorney-in-Fact For:	
Christopher Paisley	
** Signature of Reporting Person	

09/18/2020

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.