SEC Form 4

FORM 4

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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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

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

1. Name and Address of Reporting Person[*] Kohn Leslie	2. Issuer Name **and** Ticker or Trading Symbol AMBARELLA INC [AMBA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

3101 JAY STREET

(Street)

SANTA CLARA CA   95054

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

X	Director		10% Owner
X	Officer (give title below)		Other (specify below)
	Chief Technology Officer		

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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)	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	11/20/2020		M		900	A	$38.92	935,336	D	
Ordinary Shares	11/20/2020		S[(1)]		900	D	$66.97	934,436	D	
Ordinary Shares	11/23/2020		M		1,800	A	$38.92	936,236	D	
Ordinary Shares	11/23/2020		S[(1)]		1,800	D	$67.5031[(2)]	934,436	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$38.92	11/20/2020		M			900	[(3)]	09/07/2024	Ordinary Shares	900	$0.0	6,169	D	
Non-Qualified Stock Option (right to buy)	$38.92	11/23/2020		M			1,800	[(3)]	09/07/2024	Ordinary Shares	1,800	$0.0	4,369	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on March 19, 2020.

2. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $67.25 to $67.85 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 this Form 4.

3. Shares subject to the option vest monthly over four years commencing on September 8, 2014.

By: /s/ Michael Morehead, Attorney-in-Fact For: Leslie Kohn   11/24/2020

** 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.