SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *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

Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (ode (Instr. 3) Transaction (b) (Instr. 3), 4 and (b) Securities Beneficially Owned Following Reported (Instr. 4) Securities Beneficially Owned Following Reported (Instr. 4) Form: Direct (I) (Instr. 4) Indirect (I) (Instr. 4) Ordinary Shares 12/16/2021 M 377 A (I) 3,465 D I. Title of Derivative Security (Instr. 3) 3. Transaction Date 3. Transaction (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 5. Number of Date 6. Date Exercisable and Expiration Date (Instr. 3, 4 and 5) 7. Title and Amount of Date 8. Price of Derivative Securities 9. Number of derivative Securities (Instr. 4) 10. Owned Following Reported Transaction(S) (Instr. 4) 11. N Owned Following Reported Transaction(S) (Instr. 4)	1. Name and Address of Reporting Person* Schwarting Elizabeth M						2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC</u> [AMBA]										ck all applic	able)	g Pers	son(s) to Iss 10% Ov	
(Street) SANTA CLARA CA 95054 Line X Form filed by More than One Reporting Person Person (City) (State) (Zip) X Form filed by More than One Reporting Person 1. Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed (Month/Day/Year) 3. Transaction (Month/Day/Year) 2A. Deemed (Month/Day/Year) 3. Securities Acquired (A) or (Month/Day/Year) 5. Source (F) (Instr. 3) 5. Source (F) (Instr. 3) 5. Ownership (Instr. 4) 5. Ownership (Instr. 4) 5. Ownership (Instr. 4) 5. Ownership (Instr. 4) Form filed by More than One Reporting Person 1. Title of Security Shares 12/16/2021 M 3777 A (I) 3.4655 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3) S. Transaction (Source For Diansaction) (Instr. 4) S. Number (Code (Instr. 8) 5. Date Excretion Date (Code (Instr. 9) 5. Date Excretion Date (Month/Day/Year) S. Number (Instr. 3) 6. Date Excretifies Acquired (Month/Day/Year) 8. Price of Derivative Securities 9. Number of Securities (Instr. 3) 10. Owner Ship (Instr. 4) 10. Owner Ship (Instr.																					specify
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Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) Transaction (Month/Day/Year) Transaction (Month/Day/Year) Securities (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Instruction Image: Condent of the co	Date					ay/Year) Execution			ie, i	Transac Code (li	ction Disposed		ies Acquir Of (D) (Ins	ed (A) str. 3, 4	or and	Securitie Beneficia Owned F	es Fo ially (D Following (I)		n: Direct r Indirect Istr. 4)	Beneficial Ownership	
I. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Security (Instr. 3) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Security (Instr. 3) and 4) 8. Price of Derivative Security (Instr. 4) 9. Number of Indirect (D) or Indirect (D										- [Code	V Amount		(A) o (D)	r Pri	ice	Transact	ion(s)	s) 4)		(instr. 4)
I. 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 7. Title and Amount of Securities (Month/Day/Year) 8. Price of Derivative Securities Unitsr. 3 and 4) 9. Number of derivative Securities Unitsr. 3 and 4) 10. Ownership Form: Disposed of (D) (Instr. 4) 10. Ownership Form: (Instr. 4) <td colspan="6">Ordinary Shares 12/16/</td> <td colspan="2">/2021</td> <td></td> <td></td> <td colspan="2">М</td> <td colspan="2">377 A</td> <td></td> <td>(1)</td> <td colspan="2">3,465</td> <td></td> <td>D</td> <td></td>	Ordinary Shares 12/16/						/2021				М		377 A			(1)	3,465			D	
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Restricted	P. city 2				C	Code	v	(A)	(D)					Title	or Num of	ber					

Explanation of Responses:

Stock

Units

(1)

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, 2021, so as to be 100% vested on September 15, 2022.

37

(2)

By: /s/ Michael Morehead, Attorney-in-Fact For: Elizabeth 12/17/2021 M. Schwarting

\$0.0

1 1 3 1

** Signature of Reporting Person Date

377

Ordinary

Shares

09/15/2022⁽²⁾

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).

12/16/2021

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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.