

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>Day Christopher</u> (Last) (First) (Middle) 2975 SAN YSIDRO WAY (Street) SANTA CLARA CA 95051 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2012	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	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			
Stock Option (right to buy)	(1)	04/13/2020	Ordinary Shares	100,000	8.64	D	
Stock Option (right to buy)	(2)	11/03/2020	Ordinary Shares	8,888	8.82	D	
Stock Option (right to buy)	(3)	08/30/2021	Ordinary Shares	22,222	8.82	D	
Stock Option (right to buy)	(4)	07/10/2022	Ordinary Shares	17,777	9.99	D	
Restricted Stock Units	(6)	(6)	Ordinary Shares	8,889	(5)	D	

Explanation of Responses:

- 25% of the Shares subject to the option vest on March 29, 2011 and 1/48 of the shares vest monthly thereafter.
- Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- Shares subject to the option vest monthly over four years beginning on August 1, 2011.
- Shares subject to the option vest monthly over four years beginning on May 23, 2012.
- Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- The RSUs vest as to 1/16 of the RSUs each three months following 9/15/12; provided however, that the RSUs shall not vest at all until either the expiration of the lock-up period applicable in connection with the Company's S-1 Registration Statement or upon a change of control transaction, at which time the original vesting schedule shall apply.

Remarks:

VP, Marketing and Business Development

Michael Morehead, by Power of Attorney 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.