FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVID APPROVAL									
OMB Number:	3235-028								

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

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: 3235-028									
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person* <u>Kohn Leslie</u>					2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				l'						,		2	Director			10% Ov	/ner	
(Last) (First) (Middle) 3101 JAY STREET					3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014						_ >	Officer (below)	(give title		Other (s below)	pecify		
												Chi	ief Technology Officer					
(Street)				[·	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
SANTA	CLARA C.	A	95054									7	X Form filed by One Reporting Person					
(City)	(S	tate)	(Zip)								Form filed by More than One Reporting Person							
		Tal	ble I - Non	-Derivat	ive S	ecurities	Acc	quired, D	ispo	sed of	, or Ben	eficially	/ Owned					
Date			2. Transact Date (Month/Day	Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			5. Amoun Securities Beneficia Owned Fo	s Form lly (D) o ollowing (I) (I		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership					
							Code V	Aı	Amount (A) or (D)		Price	Transacti	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
			Table II - D			curities A lls, warra							Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	Cod	saction e (Instr.	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 an Amount o Securities Underlyin Derivative (Instr. 3 an	f g Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficiall Owned Following Reported	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
				Cod	e V	(A)	(D)	Date Exercisable		piration ite	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Restricted Stock Units	(1)	03/05/2014		A		24,000 ⁽²⁾		(3)		(3)	Ordinary Shares	24,000	\$0.00	24,000)	D		

Explanation of Responses:

- 1. The RSUs convert into the Issuer's Ordinary Shares on a one-for-one basis.
- 2. On August 27, 2013 the reporting person was granted RSUs convertible into between 0-24,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014, which RSUs would then become eligible for time-based vesting. The performance criteria achieved resulted in the grant of RSUs for 24,000 Ordinary Shares to the reporting person.
- 3. The RSUs vest as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSU's will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

Remarks:

/s/ Michael Morehead, by Power of Attorney

03/07/2014

** 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.