

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Pacven Walden Management V Co. Ltd.</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [ AMBA ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
<u>ONE CALIFORNIA STREET</u> <u>SUITE 2800</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN FRANCISCO CA 94111</u>								
(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)	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	10/15/2012		C		2,820,041	A	(2)(3)(4)	2,820,041	I	By Pacven Walden Ventures V, L.P. <sup>(1)</sup>
Ordinary Shares	10/15/2012		C		9,784	A	(2)(3)(4)	9,784	I	By Pacven Walden Ventures V Associates Fund, L.P. <sup>(1)</sup>
Ordinary Shares	10/15/2012		C		64,885	A	(2)(3)(4)	64,885	I	By Pacven Walden Ventures Parallel V-A C.V. <sup>(1)</sup>
Ordinary Shares	10/15/2012		C		64,885	A	(2)(3)(4)	64,885	I	By Pacven Walden Ventures Parallel V-B C.V. <sup>(1)</sup>
Ordinary Shares	10/15/2012		C		53,148	A	(2)(3)(4)	53,148	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <sup>(1)</sup>

**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				
Series A Convertible Preference Shares	(2)	10/15/2012		C			1,560,060	(2)	(2)	Ordinary Shares	1,560,060	\$0	0	I	By Pacven Walden Ventures V, L.P. <sup>(1)</sup>
Series A Convertible Preference Shares	(2)	10/15/2012		C			5,413	(2)	(2)	Ordinary Shares	5,413	\$0	0	I	By Pacven Walden Ventures V Associates Fund, L.P. <sup>(1)</sup>

**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				
Series A Convertible Preference Shares	(2)	10/15/2012		C			35,895	(2)	(2)	Ordinary Shares	35,895	\$0	0	I	By Pacven Walden Ventures Parallel V-A C.V. <sup>(1)</sup>
Series A Convertible Preference Shares	(2)	10/15/2012		C			35,895	(2)	(2)	Ordinary Shares	35,895	\$0	0	I	By Pacven Walden Ventures Parallel V-B C.V. <sup>(1)</sup>
Series A Convertible Preference Shares	(2)	10/15/2012		C			29,402	(2)	(2)	Ordinary Shares	29,402	\$0	0	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <sup>(1)</sup>
Series B Convertible Preference Shares	(3)	10/15/2012		C			653,291	(3)	(3)	Ordinary Shares	653,291	\$0	0	I	By Pacven Walden Ventures V, L.P. <sup>(1)</sup>
Series B Convertible Preference Shares	(3)	10/15/2012		C			2,266	(3)	(3)	Ordinary Shares	2,266	\$0	0	I	By Pacven Walden Ventures V Associates Fund, L.P. <sup>(1)</sup>
Series B Convertible Preference Shares	(3)	10/15/2012		C			15,031	(3)	(3)	Ordinary Shares	15,031	\$0	0	I	By Pacven Walden Ventures Parallel V-A C.V. <sup>(1)</sup>
Series B Convertible Preference Shares	(3)	10/15/2012		C			15,031	(3)	(3)	Ordinary Shares	15,031	\$0	0	I	By Pacven Walden Ventures Parallel V-B C.V. <sup>(1)</sup>
Series B Convertible Preference Shares	(3)	10/15/2012		C			12,312	(3)	(3)	Ordinary Shares	12,312	\$0	0	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <sup>(1)</sup>
Series C Convertible Preference Shares	(4)	10/15/2012		C			606,690	(4)	(4)	Ordinary Shares	606,690	\$0	0	I	By Pacven Walden Ventures V, L.P. <sup>(1)</sup>
Series C Convertible Preference Shares	(4)	10/15/2012		C			2,105	(4)	(4)	Ordinary Shares	2,105	\$0	0	I	By Pacven Walden Ventures V Associates Fund, L.P. <sup>(1)</sup>
Series C Convertible Preference Shares	(4)	10/15/2012		C			13,959	(4)	(4)	Ordinary Shares	13,959	\$0	0	I	By Pacven Walden Ventures Parallel V-A C.V. <sup>(1)</sup>
Series C Convertible Preference Shares	(4)	10/15/2012		C			13,959	(4)	(4)	Ordinary Shares	13,959	\$0	0	I	By Pacven Walden Ventures Parallel V-B C.V. <sup>(1)</sup>
Series C Convertible Preference Shares	(4)	10/15/2012		C			11,434	(4)	(4)	Ordinary Shares	11,434	\$0	0	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <sup>(1)</sup>

1. Name and Address of Reporting Person\*

[Pacven Walden Management V Co. Ltd.](#)

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(Last) (First) (Middle)

ONE CALIFORNIA STREET  
SUITE 2800

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(Street)

SAN FRANCISCO CA 94111

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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">PACVEN WALDEN VENTURES V LP</a>		
(Last)	(First)	(Middle)
ONE CALIFORNIA STREET SUITE 2800		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Pacven Walden Ventures Parallel V-A C.V.</a>		
(Last)	(First)	(Middle)
ONE CALIFORNIA STREET SUITE 2800		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Pacven Walden Ventures Parallel V-B C.V.</a>		
(Last)	(First)	(Middle)
ONE CALIFORNIA STREET SUITE 2800		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PACVEN WALDEN VENTURES V ASSOCIATES FUND LP</a>		
(Last)	(First)	(Middle)
ONE CALIFORNIA STREET SUITE 2800		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP</a>		
(Last)	(First)	(Middle)
ONE CALIFORNIA STREET SUITE 2800		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Pacven Walden Management V Co. Ltd. ("Pacven V Mgmt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.
2. The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
3. The Series B Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
4. The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.

/s/ Lip-Bu Tan, as director of      10/15/2012  
Pacven Walden Management V

<u>Co. Ltd.</u>	
<u>/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V, L.P.</u>	<u>10/15/2012</u>
<u>/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-A C.V.</u>	<u>10/15/2012</u>
<u>/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-B C.V.</u>	<u>10/15/2012</u>
<u>/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V Associates Fund, L.P.</u>	<u>10/15/2012</u>
<u>/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V-QP Associates Fund, L.P.</u>	<u>10/15/2012</u>
<u>/s/ Lip-Bu Tan</u>	<u>10/15/2012</u>
<u>/s/ Andrew Kau</u>	<u>10/15/2012</u>
<u>/s/ Hock Voon Loo</u>	<u>10/15/2012</u>
<u>/s/ Brian Chiang</u>	<u>10/15/2012</u>

\*\* 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.

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