FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	Address of Repohn Alexar	-	2. Date of Requiring (Month/Da 02/01/20	Statement y/Year)	3. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]						
(Last) (First) (Middle) 3101 JAY STREET					4. Relationship of Reporting Issuer (Check all applicable)	Person(s) to			5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) SANTA CLARA (City)	CA (State)	95054 (Zip)	_		X Officer (give title below)	10% Owner Other (specify below)		(Che	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 Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) 3. Owne Form: D (D) or In (I) (Instr		irect direct	rect Ownership (Instr. 5)			
Ordinary Shares					91,582(1)	D	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
E (N			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of S Underlying Derivative S (Instr. 4)		curity Conver		5. Ownership Form:	6. Nature of Indirect Beneficial	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)	
Non-Qualit to buy)	Non-Qualified Stock Option (right to buy)		(2)	03/27/2027	Ordinary Shares	25,000	55.8		D		
Performance Stock Units		(3)	03/15/2024 ⁽³	Ordinary Shares	2,972	(4	.)	D			
Performance Stock Units		(5)	03/15/2025 ⁽⁵	Ordinary Shares	4,137	(4)	D			
Performance Stock Units		(6)	03/15/2026(6	Ordinary Shares	3,556	(4	-)	D			

Explanation of Responses:

- 1. A portion of the shares reported in column 2 remain subject to quarterly time-based vesting requirements.
- 2. 25% of the Shares subject to the option vest on March 27, 2018 and 1/48 of the shares vest monthly thereafter.
- 3. Reporting person was granted an award of performance-based RSUs covering a target number of ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, 100% of this award is scheduled to vest on March 15, 2024, subject to continued service requirements through such date. In addition, the number of shares subject to the RSUs may be increased or decreased by up to 100% of the Target RSU Number or may remain the same, based on attainment of specified levels of the Company's total stockholder return over the period of February 1, 2021 through January 31, 2024.
- 4. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- 5. Reporting person was granted an award of performance-based RSUs covering a target number of ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, 100% of the Target RSU Number is scheduled to vest on March 15, 2025, subject to continued service requirements through such date. In addition, the number of shares subject to the RSUs may be increased or decreased by up to 100% of the Target RSU Number or may remain the same, based on attainment of specified levels of the Company's total shareholder return over the period of February 1, 2022 through January 31, 2025.
- 6. Reporting person was granted an award of performance-based RSUs covering a target number of ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, 100% of the Target RSU Number is scheduled to vest on March 15, 2026, subject to continued service requirements through such date. In addition, the number of shares subject to the RSUs may be decreased by up to 100% or increased by up to 150% of the Target RSU Number or may remain the same, based on the Company's total shareholder return and revenue growth rate over the period of February 1, 2023 through January 31, 2026.

By: /s/ Michael Morehead, Attorney-in-Fact For: John 02/02/2024

A. Young** 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.

The undersigned, as a Section 16 reporting person of Ambarella, Inc. (the "Company"), hereby constitutes and appoints Feng-Ming Wang and Michael Morehead, the undersigned's true and lawful attorneys-in-fact to:

- 1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- 2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 3. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of January, 2024.

Signature: /s/ John A. Young

Print Name: John A. Young