

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Kohn Leslie</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CTO</b></p>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>3101 JAY STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SANTA CLARA CA</u>		<u>95054</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	09/15/2014		M		10,000	A	\$8.82	874,591	D	
Ordinary Shares	09/15/2014		s <sup>(1)</sup>		8,200	D	\$35.5497 <sup>(2)</sup>	866,391	D	
Ordinary Shares	09/15/2014		s <sup>(1)</sup>		1,800	D	\$36.525 <sup>(3)</sup>	864,591	D	
Ordinary Shares	09/16/2014		M		3,764	A	<sup>(4)</sup>	868,355	D	
Ordinary Shares	09/16/2014		s <sup>(5)</sup>		3,881	D	\$33.66	864,474	D	

**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					
Non-Qualified Stock Option (right to buy)	\$8.82	09/15/2014		M		10,000		<sup>(6)</sup>	11/02/2020	Ordinary Shares 10,000	\$0.0	20,312	D	
Restricted Stock Units	<sup>(4)</sup>	09/16/2014		M		764		<sup>(7)</sup>	08/27/2022 <sup>(7)</sup>	Ordinary Shares 764	\$0.0	6,112	D	
Restricted Stock Units	<sup>(4)</sup>	09/16/2014		M		3,000		<sup>(8)</sup>	08/26/2023 <sup>(9)</sup>	Ordinary Shares 3,000	\$0.0	18,000	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2013.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$35.21 to \$36.15 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$36.25 to \$37.05 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.
- On August 27, 2013 the reporting person was granted RSUs convertible into 24,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.
- The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

By: /s/ Michael Morehead,  
Attorney in Fact For: Leslie 09/17/2014  
Kohn

\*\* 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.

