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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**March 28, 2017  
Date of Report (date of earliest event reported)**

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**AMBARELLA, INC.**  
(Exact name of Registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction  
of incorporation)

**001-35667**  
(Commission  
File Number)

**98-0459628**  
(I. R. S. Employer  
Identification No.)

**3101 Jay Street  
Santa Clara, CA 95054**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (408) 734-8888**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events****Non-Employee Director Compensation Arrangements**

On March 28, 2017, the Board of Directors (the “Board”) of Ambarella, Inc. (the “Company”), upon the recommendation of the Compensation Committee of the Board, approved an amendment to the Company’s 2012 Equity Incentive Plan (the “Plan”) to establish an annual limit on the total value of equity compensation that may be paid to each non-employee director under the Plan. The foregoing description is qualified in its entirety by reference to the amended Plan, which the Company has filed as an exhibit to its Annual Report on Form 10-K for the fiscal year ended January 31, 2017.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 30, 2017

**Ambarella, Inc.**

/s/ George Laplante

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George Laplante

Chief Financial Officer