SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Day Christopher	**AMBARELLA INC** [AMBA]	

(Last)	(First)	(Middle)
3101 JAY STREET		

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2016

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

VP, Marketing

(Street)		
SANTA CLARA CA		95054

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

(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	09/16/2016		M		2,613	A	(1)	26,476[2]	D	
Ordinary Shares	09/16/2016		S[3]		1,405	D	$67.98	25,071	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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	09/16/2016		M			556	(4)	08/27/2022[4]	Ordinary Shares	556	$0.0	0	D	
Restricted Stock Units	(1)	09/16/2016		M			1,094	(5)	08/27/2023[5]	Ordinary Shares	1,094	$0.0	4,375	D	
Restricted Stock Units	(1)	09/16/2016		M			963	(6)	09/07/2024[6]	Ordinary Shares	963	$0.0	7,700	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

2. Includes 331 shares acquired under the Company's employee stock purchase plan on September 15, 2016.

3. Shares sold to pay tax obligations resulting from the vesting of restricted stock award and restricted stock units.

4. The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.

5. The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.

6. The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2014.

By: /s/ Michael Morehead, Attorney in Fact For: Christopher Day	09/20/2016
** 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.