П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Name and Address of PAISLEY CHR	1 0		2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC</u> [AMBA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		_		Х	Director	10% Owner			
(Last) (I 3101 JAY STREET	, , , , , ,		3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016		Officer (give title below)	Other (specify below)			
[[4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)	5,	FF			
SANTA CLARA	A	95054		X	Form filed by One Report	ing Person			
					Form filed by More than C Person	One Reporting			
(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)		Transaction Disposed Of (D) (Instr Code (Instr.			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Ordinary Shares	06/15/2016		М		1,000	A	\$ <mark>6</mark>	8,861	D	
Ordinary Shares	06/15/2016		S ⁽¹⁾		1,000	D	\$ 51.96	7,861	D	
Ordinary Shares	06/16/2016		М		1,153	A	(2)	9,014	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. Transa Code (8)		of Deri Secu Acq (A) o Disp of (E (Inst	erivative (Month/Day/Year) ecurities cquired i) or isposed		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				
Non- Qualified Stock Option (right to buy)	\$6	06/15/2016		М			1,000	(3)	10/08/2022	Ordinary Shares	1,000	\$0.0	17,667	D	
Restricted Stock Units	(2)	06/16/2016		М			1,153	(4)	09/15/2016 ⁽⁴⁾	Ordinary Shares	1,153	\$0.0	1,153	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on June 15, 2015.

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

3. Shares subject to the option vest monthly over four years beginning on August 20, 2012.

4. The restricted stock units will vest as to 1/4th of the restricted stock units each three months following the vesting start date of September 15, 2015, so as to be 100% vested on September 15, 2016.

<u>By: /s/ Michael Morehead,</u> <u>Attorney in Fact For:</u> <u>Christopher Paisley</u>

06/17/2016

Date

** Signature of Reporting Person

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.