

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Chen Yen-Lung</u> (Last) (First) (Middle) <u>C/O AMBARELLA, INC.</u> <u>3101 JAY STREET</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/05/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [AMBA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Vice President of Sales</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(1)	07/09/2019	Ordinary Shares	2,037	3.2	D
Stock Option (right to buy)	(2)	11/03/2020	Ordinary Shares	5,555	8.82	D
Stock Option (right to buy)	(3)	08/30/2021	Ordinary Shares	5,927	8.82	D
Stock Option (right to buy)	(4)	08/30/2021	Ordinary Shares	2,362	8.82	D
Stock Option (right to buy)	(5)	07/10/2022	Ordinary Shares	11,575	9.99	D
Restricted Stock Unit	(6)	(6)	Ordinary Shares	9,000	0.00	D
Restricted Stock Unit	(7)	(7)	Ordinary Shares	5,834	0.00	D
Restricted Stock Unit	(8)	(8)	Ordinary Shares	19,688	0.00	D

Explanation of Responses:

- Of the total grant amount of 8,888 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2009.
- Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- Of the total grant amount of 17,777 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2011.
- Of the total grant amount of 6,666 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2011.
- Of the total grant amount of 22,222 shares, such shares subject to the option vest monthly over four years beginning on April 1, 2012.
- On August 27, 2013 the reporting person was granted RSUs convertible into between 0-9,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014, which RSUs would then become eligible for time-based vesting. The performance criteria achieved resulted in the grant of RSUs for 9,000 Ordinary Shares to the reporting person.
- Each restricted stock unit represents a contingent right to receive one Ordinary Share. Of the total of 7,778 shares, the RSUs vest at the rate of 1/16 each three months following September 15, 2012.
- Each restricted stock unit represents a contingent right to receive one Ordinary Share. Of the total of 21,000 shares, the RSUs vest at the rate of 1/16 each three months following September 15, 2013.

Remarks:

/s/ Michael Morehead, by 03/17/2014
power of attorney

** 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.

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