

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>TAN LIP BU</u> (Last) (First) (Middle) <u>ONE CALIFORNIA STREET</u> <u>SUITE 2800</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/09/2012</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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 Form filed by More than One Reporting Person
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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	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	11/03/2020	Ordinary Shares	22,222	8.82	D	
Series A Convertible Preference Shares	(2)	(2)	Ordinary Shares	1,666,665 ⁽²⁾	(2)	I	See Footnote ⁽⁵⁾
Series B Convertible Preference Shares	(3)	(3)	Ordinary Shares	697,931 ⁽³⁾	(3)	I	See Footnote ⁽⁵⁾
Series C Convertible Preference Shares	(4)	(4)	Ordinary Shares	648,147 ⁽⁴⁾	(4)	I	See Footnote ⁽⁵⁾

Explanation of Responses:

1. Shares subject to the option vest monthly over four years beginning on August 1, 2010.
2. The Series A Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
3. The Series B Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
4. The Series C Convertible Preference Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
5. Such shares are held by Pacven Walden Ventures V, L.P. and affiliated funds. Mr. Tan disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.

Michael Morehead, by Power of Attorney 10/09/2012

** 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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