FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvasiiiii	gion, D.C	. 20545	

OMB APPROVAL 3235-0287 Estimated average burden

0.5

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

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* Kohn Leslie					2. Issuer Name and Ticker or Trading Symbol AMBARELLA INC [AMBA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last)		irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/16/2014								X X		cer (give title		Other (s	· I	
(Street) SANTA CLARA CA 95054					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting									n					
(City)	(S	state)	(Zip)													Person				
		Tal	ole I - No	n-Deri	vativ	e Se	curi	ties A	cqu	uired,	Dis	osed of	, or Be	nefic	ially	Owned				
1. Title of Security (Instr. 3) 2. Trans. Date (Month/I					Execution Date,			Ĩ	Code (Instr.				and 5) Securities Beneficially Owned Following			: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
										Code	v	Amount	(A) or (D) Pri		се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Ordinary Shares 06/16,				6/201	/2014			М		3,764	A		(1)	867,352			D			
Ordinary Shares 06/16				6/201	/2014			S		2,761	D	\$2	26.55	5 864,591			D			
			Table II -									osed of, onvertib				wned		,		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	ate, Transac Code (In		of Deri Sec Acq (A) o Disp of (I	ivative (M) curities quired or posed D) ctr. 3, 4		. Date Exercisab xpiration Date Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)			3. Price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	g g dision(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exe	e ercisable		piration te	Title	Amo or Num of Shai	nber					
Restricted Stock Units	(1)	06/16/2014			M			764		(2)	08	/27/2022 ⁽²⁾	Ordinary Shares	76	64	\$0.0	6,876	5	D	
Restricted Stock	(1)	06/16/2014			M			3,000		(3)	08	/26/2023 ⁽⁴⁾	Ordinary	3,0	000	\$0.0	21,000	0	D	

Explanation of Responses:

Stock

Units

- 1. Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- 2. The RSUs vest as to one-fourth of the RSUs each three months following September 15, 2012.
- 3. On August 27, 2013 the reporting person was granted RSUs convertible into 24,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.

4. The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

By: /s/ Michael Morehead,

Attorney in Fact For: Leslie 06/18/2014

<u>Kohn</u>

Shares

** 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.

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