

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <b>GOLDMAN SACHS GROUP INC</b>  (Last) (First) (Middle) <b>200 WEST STREET</b>  (Street) <b>NEW YORK NY 10282</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMBARELLA INC [ AMBA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/25/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>04/07/2020</b>		

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			

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Equity Swap <sup>(1)</sup> (2)(3)(4)	(3)	03/25/2020		S/K		66	(3)	02/23/2023	Common Shares	66	(3)	66 <sup>(3)</sup>	I	Through Subsidiary <sup>(5)</sup>
Equity Swap <sup>(1)</sup> (2)(4)(6)	(6)	03/25/2020		S/K		430	(6)	02/23/2023	Common Shares	430	(6)	430 <sup>(6)</sup>	I	Through Subsidiary <sup>(5)</sup>
Equity Swap <sup>(1)</sup> (2)(4)(7)	(7)	03/25/2020		S/K		37	(7)	03/25/2030	Common Shares	37	(7)	37 <sup>(7)</sup>	I	Through Subsidiary <sup>(5)</sup>
Equity Swap <sup>(1)</sup> (2)(4)(8)	(8)	03/26/2020		S/K		900	(8)	03/20/2030	Common Shares	900	(8)	900 <sup>(8)</sup>	I	Through Subsidiary <sup>(5)</sup>

1. Name and Address of Reporting Person* <b>GOLDMAN SACHS GROUP INC</b>  (Last) (First) (Middle) <b>200 WEST STREET</b>  (Street) <b>NEW YORK NY 10282</b>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <b>GOLDMAN SACHS &amp; CO. LLC</b>  (Last) (First) (Middle) <b>200 WEST STREET</b>  (Street) <b>NEW YORK NY 10282</b>  (City) (State) (Zip)

Explanation of Responses:

- The amount of profit recoverable by the Issuer from the reported transactions will be remitted to the Issuer.
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs & Co. LLC. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein. On March 27, 2020, the Reporting Persons ceased to be a greater than 10% beneficial owner of the Issuer's Common Shares.
- Goldman Sachs entered into an equity swap agreement which, upon the termination of the agreement on 2/23/2023, Goldman Sachs will pay to the counterparty any increase in the price of the Common Shares above \$46.98 per share and the counterparty will pay to Goldman Sachs any decrease in the price of the Common Shares below \$46.98 per share, in each case, based on a notional amount of 66 Common Shares and any additional costs and charges including any payments with respect to financial dividends.
- These equity swaps were omitted from the Reporting Persons' original Form 4 filed.

5. GS Group may be deemed to beneficially own indirectly the Common Shares by reason of Goldman Sachs' direct beneficial ownership.
6. Goldman Sachs entered into an equity swap agreement which, upon the termination of the agreement on 2/23/2023, Goldman Sachs will pay to the counterparty any increase in the price of the Common Shares above \$46.97 per share and the counterparty will pay to Goldman Sachs any decrease in the price of the Common Shares below \$46.97 per share, in each case, based on a notional amount of 430 Common Shares and any additional costs and charges including any payments with respect to financial dividends.
7. Goldman Sachs entered into an equity swap agreement which, upon the termination of the agreement on 3/25/2030, Goldman Sachs will pay to the counterparty any increase in the price of the Common Shares above \$44.80 per share and the counterparty will pay to Goldman Sachs any decrease in the price of the Common Shares below \$44.80 per share, in each case, based on a notional amount of 37 Common Shares and any additional costs and charges including any payments with respect to financial dividends.
8. Goldman Sachs entered into an equity swap agreement which, upon the termination of the agreement on 3/20/2030, Goldman Sachs will pay to the counterparty any increase in the price of the Common Shares above \$49.38 per share and the counterparty will pay to Goldman Sachs any decrease in the price of the Common Shares below \$49.38 per share, in each case, based on a notional amount of 900 Common Shares and any additional costs and charges including any payments with respect to financial dividends.

**Remarks:**

[/s/ Jamison Yardley, Attorney-](#) [06/12/2020](#)  
[in-fact](#)

[/s/ Jamison Yardley, Attorney-](#) [06/12/2020](#)  
[in-fact](#)

\*\* 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.**