# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 21, 2023 Date of Report (date of earliest event reported)

# AMBARELLA, INC.

(Exact name of Registrant as specified in its charter)

Cayman Islands (State or other jurisdiction of incorporation) 001-35667 (Commission File Number) 98-0459628 (I. R. S. Employer Identification No.)

3101 Jay Street Santa Clara, CA 95054 (Address of principal executive offices)

Registrant's telephone number, including area code: (408) 734-8888

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, \$0.00045 par value	AMBA	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 21, 2023, Ambarella, Inc. (the "Company") held its 2023 Annual Meeting of Shareholders. Of the 39,589,455 ordinary shares outstanding as of April 14, 2023, the record date for the meeting, 33,498,510 ordinary shares were represented at the meeting in person or by proxy, constituting approximately 84.6% of the outstanding ordinary shares entitled to vote at the meeting. The matters voted upon at the meeting and the voting results with respect to each such matter are set forth below:

(i) Election of three Class II Directors

Each of the following nominees was elected to serve as a Class II director, to hold office until the Company's 2026 annual meeting of shareholders or until his or her respective successor has been duly elected and qualified.

Name	For	Withheld
Leslie Kohn	26,166,241	2,004,211
D. Jeffrey Richardson	22,071,152	6,099,300
Elizabeth M. Schwarting	25,768,680	2,401,772

There were 5,328,058 broker non-votes with respect to the election of each of the directors listed above.

(ii) Ratification of Appointment of Independent Registered Public Accounting Firm

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2024 was ratified based on the following results of voting:

 For: 33,362,814
 Against: 115,468
 Abstentions: 20,228

(iii) Advisory Vote to Approve Executive Compensation

The Company's shareholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement, based on the following results of voting:

For: 24,978,606

Against: 3,134,167

Abstentions: 57,679

There were 5,328,058 broker non-votes with respect to this proposal.

## Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 23, 2023

### Ambarella, Inc.

/s/ Michael Morehead

Michael Morehead General Counsel and Corporate Secretary