SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* **Wang Feng-Ming**	2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2012	3. Issuer Name **and** Ticker or Trading Symbol **AMBARELLA INC** [AMBA]		
(Last) (First) (Middle) **2975 SAN YSIDRO WAY**		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)
(Street) **SANTA CLARA** **CA** **95051**		X Director 10% Owner X Officer (give title below) Other (specify below) **President and CEO**		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)				

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)
Ordinary Shares	1,244,444	D	
Ordinary Shares	133,333	I	By Acorn Hall Irreversible Trust[1]

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)	[2]	07/10/2018	Ordinary Shares	111,111	2.93	D	
Stock Option (right to buy)	[3]	10/29/2019	Ordinary Shares	111,110	6.62	D	
Stock Option (right to buy)	[4]	11/03/2020	Odinary Shares	66,666	8.82	D	
Stock Option (right to buy)	[5]	08/30/2021	Ordinary Shares	44,444	8.82	D	
Restricted Stock Units	[7]	[7]	Ordinary Shares	16,667	[6]	D	

Explanation of Responses:

1. These shares are held in the name of a trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
2. Shares subject to the option vest monthly over four years beginning on August 1, 2008.
3. Shares subject to the option vest monthly over four years beginning on August 1, 2009.
4. Shares subject to the option vest monthly over four years beginning on August 1, 2010.
5. Shares subject to the option vest monthly over four years beginning on August 1, 2011.
6. Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
7. The RSUs vest as to 1/16 of the RSUs each three months following 9/15/12; provided however, that the RSUs shall not vest at all until either the expiration of the lock-up period applicable in connection with the Company's S-1 Registration Statement or upon a change of control transaction, at which time the original vesting schedule shall apply.

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.

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.