

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Day Christopher</u>  (Last) (First) (Middle) 3101 JAY STREET  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMBARELLA INC [ AMBA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Ordinary Shares	01/02/2014		M		14,278	A	\$8.64	41,266	D	
Ordinary Shares	01/02/2014		M		21,016	A	\$8.82	62,282	D	
Ordinary Shares	01/02/2014		M		4,706	A	\$9.99	66,988	D	
Ordinary Shares	01/02/2014		s <sup>(1)</sup>		35,631	D	\$32.9557 <sup>(2)</sup>	31,357	D	
Ordinary Shares	01/02/2014		s <sup>(1)</sup>		4,369	D	\$33.649 <sup>(3)</sup>	26,988	D	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$8.64	01/02/2014		M			14,278	(4)	04/13/2020	Ordinary Shares	14,278	\$0.00	7,216	D	
Stock Option (right to buy)	\$8.82	01/02/2014		M			7,591	(5)	11/03/2020	Ordinary Shares	7,591	\$0.00	1,297	D	
Stock Option (right to buy)	\$8.82	01/02/2014		M			13,425	(6)	08/30/2021	Ordinary Shares	13,425	\$0.00	8,797	D	
Stock Option (right to buy)	\$9.99	01/02/2014		M			4,706	(7)	07/10/2022	Ordinary Shares	4,706	\$0.00	13,071	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted on June 15, 2013.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$32.35 to \$33.34 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$33.36 to \$33.98 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- Of the total grant of 100,000 shares, 25% vests on the one year anniversary of the date of grant, April 13, 2010, and the remaining shares vest in equal monthly installments over 36 months.
- Of the total grant of 8,888 shares, 1/48 vests each month following the vesting commencement date of August 1, 2010.
- Of the total grant of 22,222 shares, 1/48 vests each month following the vesting commencement date of August 1, 2011.
- Of the total grant of 17,777 shares, 1/48 vests each month following the vesting commencement date of May 23, 2012.

**Remarks:**

VP, Marketing and Business Development

/s/ Michael Morehead, by  
Power of Attorney

01/06/2014

\*\* Signature of Reporting Person Date

\* 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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