

AMBARELLA INC

Form 4

December 18, 2013

FORM 4

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

OMB APPROVAL

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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VERHALEN ANDREW W

(Last) (First) (Middle)

260 HOMER AVENUE, SUITE 201

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMBARELLA INC [AMBA]

3. Date of Earliest Transaction
(Month/Day/Year)

12/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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. Code	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)
Ordinary Shares	12/11/2013		J ⁽¹⁾	938,363 D \$ 0	0	I	See Footnote ⁽²⁾
Ordinary Shares	12/11/2013		J ⁽¹⁾	23,761 A \$ 0	90,521	D	
Ordinary Shares	12/16/2013		M	695 A <u>(3)</u>	91,216	D	
Ordinary Shares	12/11/2013		J ⁽¹⁾	2,003 A \$ 0	3,850	I	By Nicole Brownstone Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J ⁽¹⁾	2,003 A \$ 0	3,850	I	By Sara

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Shares									
									Rose Verhalen 1997 Trust
Ordinary Shares	12/11/2013		J ⁽¹⁾	8,009	A	\$ 0	8,009	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/16/2013		S	6,601	D	\$ 25.0097 (4)	1,408	I	By Verhalen Brownstone Family Partners
Ordinary Shares	12/17/2013		S	1,408	D	\$ 25.015 (4)	0	I	By Verhalen Brownstone Family Partners

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock Units	⁽¹⁾	12/16/2013		M	695	⁽⁵⁾	⁽⁵⁾	Ordinary Shares	695	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VERHALEN ANDREW W
260 HOMER AVENUE, SUITE 201 X
PALO ALTO, CA 94301

Signatures

/s/ Andrew 12/17/2013
Verhalen

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) Represents a pro-rata, in-kind distribution by Matrix Partners VII, L.P., without consideration, to its partners.
Such shares were held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is
- (2) the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaimed beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$25.00 to \$25.04
- (4) 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 (4) to this Form 4.
- (5) Of the total 2,778 shares, the RSUs vest as to one-fourth of the RSUs each three months following June 15, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.