

AMBARELLA INC  
Form 4/A  
October 01, 2014

**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)  
09/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/25/2014

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. 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	09/23/2014		S		11,712 (1)	D	\$ 41.035 (2)	80,893	D	
Ordinary Shares	09/24/2014		S		38,288 (1)	D	\$ 40.943 (3)	42,605	D	
Ordinary Shares	09/24/2014 <sup>(4)</sup>		S		3,000	D	\$ 40.943 (3) (5)	850	I	By Nicole Brownstone Verhalen 1997 Trust
Ordinary Shares	09/24/2014 <sup>(4)</sup>		S		3,000	D	\$ 40.943	850	I	By Sara Rose



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- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$40.75 to \$41.38
- (3) 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.
  - (4) This amended Form 4 is being filed to reflect that the shares were sold on September 24, 2014 instead of September 23, 2014 as previously reported.
  - (5) This amended Form 4 is being filed to correct the weighted average sale price of the shares sold and the dollar amount of the range.

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.