

AMBARELLA INC
Form 4
March 27, 2015

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 *
TAN LIP BU

(Last) (First) (Middle)

ONE CALIFORNIA STREET,
SUITE 2800

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2015

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. 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	03/25/2015		M		10,000	A	\$ 8.82
Ordinary Shares	03/25/2015		M		2,500	A	\$ 16.35
Ordinary Shares	03/25/2015		M		2,777	A	\$ 38.92
Ordinary Shares	03/25/2015		S		15,277	D	\$ 69.4451 (1)
Ordinary Shares							1,464

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

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(9-02)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.82	03/25/2015		M	10,000	<u>(3)</u> 11/03/2020	Ordinary Shares	10,000
Stock Option (right to buy)	\$ 16.35	03/25/2015		M	2,500	<u>(4)</u> 06/06/2023	Ordinary Shares	2,500
Stock Option (right to buy)	\$ 38.92	03/25/2015		M	2,777	<u>(5)</u> 09/08/2024	Ordinary Shares	2,777

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAN LIP BU
ONE CALIFORNIA STREET, SUITE 2800
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Michael Morehead by Power of Attorney

03/27/2015

**Signature of Reporting Person

Date

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).

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$69.27 to \$69.65 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 (1) to this Form 4.

(2) Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.

(3) Of the 22,222 total shares granted, the shares subject to the option vested monthly over four years beginning on August 1, 2010.

(4) Of the 5,555 total shares granted, the shares subject to the option vested at a rate of 1/12 per month following the vest start date of June 6, 2013

(5) Of the 5,555 total shares granted, the shares subject to the option vest at a rate of 1/12 per month following the vesting start date of September 8, 2014.

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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