

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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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)
Ordinary Shares	09/24/2014		S		38,288 (1)	D	\$ 40.943 (3)
Ordinary Shares	09/24/2014 ⁽⁴⁾		S		3,000	D	\$ 40.943 (3) (5)
Ordinary Shares	09/24/2014 ⁽⁴⁾		S		3,000	D	\$ 40.943

By Nicole Brownstone Verhalen 1997 Trust

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.

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