

Chen Yun-Lung  
 Form 4  
 September 20, 2018

**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 \*  
 Chen Yun-Lung

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3101 JAY STREET  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/18/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Business Development

SANTA CLARA, CA 95054  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Ordinary Shares	09/18/2018		M	4,604 A (1)	22,031 (2)	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/18/2018		M		930		(3)	09/15/2019(3)	Ordinary Shares	930
Restricted Stock Units	(1)	09/18/2018		M		1,278		(4)	06/15/2021(4)	Ordinary Shares	1,278
Restricted Stock Units	(1)	09/18/2018		M		1,160		(5)	09/07/2024(5)	Ordinary Shares	1,160
Restricted Stock Units	(1)	09/18/2018		M		354		(6)	10/07/2025(6)	Ordinary Shares	354
Restricted Stock Units	(1)	09/18/2018		M		882		(7)	03/06/2026(7)	Ordinary Shares	882

## Reporting Owners

Reporting Owner Name / Address	Relationships
Chen Yun-Lung 3101 JAY STREET SANTA CLARA, CA 95054	Director   10% Owner   Officer   Other  VP, Business Development

## Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung Chen 09/20/2018

\*\*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).

(1) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

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- (2) Includes 234 shares acquired under the Company's employee stock purchase plan on September 17, 2018.
- (3) The RSUs vest as to 1/10 of the RSUs on June 15, 2017 and 1/10 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on September 15, 2019.
- (4) The restricted stock units vest at the rate of 1/12 per quarter commencing on June 15, 2018.
- (5) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2014.
- (6) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2015.
- (7) The restricted stock units vest at the rate of 1/14 per quarter commencing on March 15, 2016.

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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