AMBARELLA INC
Form 4
June 18, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Day Christopher

(Last) (First) (Middle)

3101 JAY STREET

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP of Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/16/2015		M		3,549	A	(1)	12,673	D	
Ordinary Shares	06/16/2015		S(2)		1,763	D	$ 117.6043	10,910	D	
Ordinary Shares	06/17/2015		M		1,237	A	$ 38.92	12,147	D	
Ordinary Shares	06/17/2015		S		1,237	D	$ 122	10,910	D	
Ordinary Shares	06/17/2015		S		1,221	D	$ 120	9,689	D	

Ordinary Shares	06/18/2015	S	2,084	D	$ 125	7,605	D	

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 Amou of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Option (right to buy)	$ 38.92	06/17/2015		M			1,237	(3)	09/07/2024	Ordinary Shares	1,2
Restricted Stock Units	(1)	06/16/2015		M			556	(4)	08/27/2022(4)	Ordinary Shares	5
Restricted Stock Units	(1)	06/16/2015		M			937	(5)	08/26/2023(5)	Ordinary Shares	9
Restricted Stock Units	(1)	06/16/2015		M			1,094	(6)	08/27/2023(6)	Ordinary Shares	1,0
Restricted Stock Units	(1)	06/16/2015		M			962	(7)	09/07/2024(7)	Ordinary Shares	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day Christopher 3101 JAY STREET SANTA CLARA, CA 95054			VP of Marketing	

Signatures

By: /S/ Michael Morehead, Attorney in Fact For: Christopher Day	06/18/2015
**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).

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

(2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

(3) Shares subject to the option vest monthly over four years beginning on September 8, 2014.

(4) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.

(5) The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSU's will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

(6) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2013.

(7) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 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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