

AMBARELLA INC  
Form 3  
March 17, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Chen Yen-Lung                           |         | (Month/Day/Year)                     | AMBARELLA INC [AMBA]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/05/2014   |  |
| C/O AMBARELLA, INC., Â 3101 JAY STREET    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SANTA CLARA, Â CA Â 95054                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Vice President of Sales  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |  |   |

(Instr. 5)

|                             |       |            |                 |        |         |   |   |
|-----------------------------|-------|------------|-----------------|--------|---------|---|---|
| Stock Option (right to buy) | Â (1) | 07/09/2019 | Ordinary Shares | 2,037  | \$ 3.2  | D | Â |
| Stock Option (right to buy) | Â (2) | 11/03/2020 | Ordinary Shares | 5,555  | \$ 8.82 | D | Â |
| Stock Option (right to buy) | Â (3) | 08/30/2021 | Ordinary Shares | 5,927  | \$ 8.82 | D | Â |
| Stock Option (right to buy) | Â (4) | 08/30/2021 | Ordinary Shares | 2,362  | \$ 8.82 | D | Â |
| Stock Option (right to buy) | Â (5) | 07/10/2022 | Ordinary Shares | 11,575 | \$ 9.99 | D | Â |
| Restricted Stock Unit       | Â (6) | Â (6)      | Ordinary Shares | 9,000  | \$ 0    | D | Â |
| Restricted Stock Unit       | Â (7) | Â (7)      | Ordinary Shares | 5,834  | \$ 0    | D | Â |
| Restricted Stock Unit       | Â (8) | Â (8)      | Ordinary Shares | 19,688 | \$ 0    | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Chen Yen-Lung<br>C/O AMBARELLA, INC.<br>3101 JAY STREET<br>SANTA CLARA, CA 95054 | Â             | Â         | Â Vice President of Sales | Â     |

## Signatures

/s/ Michael Morehead, by power of attorney 03/17/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Of the total grant amount of 8,888 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2009.
- (2) Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- (3) Of the total grant amount of 17,777 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2011.
- (4) Of the total grant amount of 6,666 shares, such shares subject to the option vest monthly over four years beginning on August 1, 2011.
- (5) Of the total grant amount of 22,222 shares, such shares subject to the option vest monthly over four years beginning on April 1, 2012.

- (6) On August 27, 2013 the reporting person was granted RSUs convertible into between 0-9,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014, which RSUs would then become eligible for time-based vesting. The performance criteria achieved resulted in the grant of RSUs for 9,000 Ordinary Shares to the reporting person.

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- (7) Each restricted stock unit represents a contingent right to receive one Ordinary Share. Of the total of 7,778 shares, the RSUs vest at the rate of 1/16 each three months following September 15, 2012.
- (8) Each restricted stock unit represents a contingent right to receive one Ordinary Share. Of the total of 21,000 shares, the RSUs vest at the rate of 1/16 each three months following September 15, 2013.

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.