

AMBARELLA INC  
Form 4  
November 12, 2014

**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)  
09/17/2014

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) |                    | 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 (D) Price |   |  |   |
| Ordinary Shares                 | 09/17/2014                           |  | S                              | 1,500   | D                  | \$ 38 2,964   | I  | See Footnote (1)                                      |
| Ordinary Shares                 | 09/18/2014                           |  | S                              | 1,500   | D                  | \$ 38 1,464   | I  | See Footnote (1)                                      |
| Ordinary Shares                 | 09/18/2014                           |  | S                              | 11,253  | D                  | \$ 40.2663 0  | I  | See Footnote (3)                                      |
| Ordinary Shares                 | 09/18/2014                           |  | S                              | 347   | D                  | \$ 40.2663 0  | I  | See Footnote  |

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|                 |            |   |     |   |                      |       |   |                               |
|-----------------|------------|---|-----|---|----------------------|-------|---|-------------------------------|
| Ordinary Shares | 09/18/2014 | S | 357 | D | \$<br>(2)<br>40.2663 | 0     | I | (4)<br>See<br>Footnote<br>(5) |
| Ordinary Shares |            |   |     |   |                      | 2,778 | D |                               |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TAN LIP BU<br>ONE CALIFORNIA STREET, SUITE 2800<br>SAN FRANCISCO, CA 94111 |               |           | X       |       |

## Signatures

/s/ Lip-Bu Tan                      10/21/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$40.03 to \$40.55

- (2) 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 (2) to this Form 4.
- (3) Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.
- (4) Such shares are held by WIIG Pool, Inc., of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by WIIG Pool, Inc. except to the extent of any pecuniary interest therein.
- (5) Such shares are held by Reserve Holdings LLC, of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by Reserve Holdings LLC except to the extent of any pecuniary interest therein.

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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