

AMBARELLA INC  
Form 4  
September 25, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Ordinary<br>Shares                    | 09/23/2014                              |   | S                                    | 5,712   | D  |   |   |
|                                       |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|                                       |   |   |                                      |   | \$   |   |   |
|                                       |   |   |                                      |   | 41.035   | 86,893  | D   |
|                                       |   |   |                                      |   | (1)  |   |   |
| Ordinary<br>Shares                    | 09/24/2014                              |   | S                                    | 44,288  | D  |   |   |
|                                       |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|                                       |   |   |                                      |   | \$   |   |   |
|                                       |   |   |                                      |   | 40.943   | 42,605  | D   |
|                                       |   |   |                                      |   | (2)  |   |   |
| Ordinary<br>Shares                    | 09/23/2014                              |   | S                                    | 3,000   | D  |   |   |
|                                       |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|                                       |   |   |                                      |   | \$   |   |   |
|                                       |   |   |                                      |   | 41.035   | 850   | I   |
|                                       |   |   |                                      |   | (1)  |   |   |
|                                       |   |   |                                      |   |  |   | By Nicole<br>Brownstone<br>Verhalen<br>1997 Trust                 |
| Ordinary<br>Shares                    | 09/23/2014                              |   | S                                    | 3,000   | D  |   |   |
|                                       |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|                                       |   |   |                                      |   | \$   |   |   |
|                                       |   |   |                                      |   | 41.035   | 850   | I   |
|                                       |   |   |                                      |   |  |   | By Sara<br>Rose   |

(1)

Verhalen  
1997 Trust

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| VERHALEN ANDREW W<br>260 HOMER AVENUE, SUITE 201<br>PALO ALTO, CA 94301 |               | X         |         |       |

## Signatures

/s/ Michael Morehead by Power of Attorney 09/25/2014

\*\*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).

- 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 \$41.29
- (1) 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 (1) to this Form 4.
- (2) 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 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the reporting person will provide full

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information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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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