

AMBARELLA INC

Form 4

June 18, 2015

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
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(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Ordinary Shares | 06/16/2015 | | M | 3,549 A | 12,673 | D | |
| Ordinary Shares | 06/16/2015 | | S ⁽²⁾ | 1,763 D | \$ 117.6043 | D | |
| Ordinary Shares | 06/17/2015 | | M | 1,237 A | \$ 38.92 | D | |
| Ordinary Shares | 06/17/2015 | | S | 1,237 D | \$ 122 | D | |
| Ordinary Shares | 06/17/2015 | | S | 1,221 D | \$ 120 | D | |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 38.92 | 06/17/2015 | | M | 1,237 | (3) 09/07/2024 | Ordinary Shares | 1,237 |
| Restricted Stock Units | (1) | 06/16/2015 | | M | 556 | (4) 08/27/2022(4) | Ordinary Shares | 556 |
| Restricted Stock Units | (1) | 06/16/2015 | | M | 937 | (5) 08/26/2023(5) | Ordinary Shares | 937 |
| Restricted Stock Units | (1) | 06/16/2015 | | M | 1,094 | (6) 08/27/2023(6) | Ordinary Shares | 1,094 |
| Restricted Stock Units | (1) | 06/16/2015 | | M | 962 | (7) 09/07/2024(7) | Ordinary Shares | 962 |

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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