

Chen Yun-Lung
Form 4
December 20, 2017

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 *
Chen Yun-Lung

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3101 JAY STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Business Development

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

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) (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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares	12/18/2017		M	3,324 A	14,710	D	

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
Restricted Stock Units	(1)	12/18/2017		M	929	(2) 09/15/2019(2)	Ordinary Shares	929
Restricted Stock Units	(1)	12/18/2017		M	1,159	(3) 09/07/2024(3)	Ordinary Shares	1,159
Restricted Stock Units	(1)	12/18/2017		M	353	(4) 10/07/2025(4)	Ordinary Shares	353
Restricted Stock Units	(1)	12/18/2017		M	883	(5) 03/06/2026(5)	Ordinary Shares	883

Reporting Owners

Reporting Owner Name / Address	Relationships
Chen Yun-Lung 3101 JAY STREET SANTA CLARA, CA 95054	Director 10% Owner Officer VP, Business Development Other

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung Chen 12/20/2017

__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) The RSUs vest as to 1/10 of the RSUs on June 15, 2017 and 1/10 of the RSUs will vest each three months thereafter such that the RSUs are 100% vested on September 15, 2019.
- (3) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2014.

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- (4) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2015.
- (5) The restricted stock units vest at the rate of 1/14 per quarter commencing on March 15, 2016.

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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