

Chen Yun-Lung  
 Form 4  
 September 20, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(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)  
 09/18/2017

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)

VP, Business Development

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)  | Price   |  |                                   |
| Ordinary Shares                 | 09/18/2017                           |  | M                              | 4,639 A   | Ⓐ 22,726 ②  | 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.**

SEC 1474 (9-02)

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

Edgar Filing: Chen Yun-Lung - Form 4

| 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)  | 09/18/2017                           |  | M                              | 930   | (3) 09/15/2019(3)  | Ordinary Shares   | 930                        |
| Restricted Stock Units                     | (1)  | 09/18/2017                           |  | M                              | 1,313   | (4) 08/27/2023(4)  | Ordinary Shares   | 1,313                      |
| Restricted Stock Units                     | (1)  | 09/18/2017                           |  | M                              | 1,159   | (5) 09/07/2024(5)  | Ordinary Shares   | 1,159                      |
| Restricted Stock Units                     | (1)  | 09/18/2017                           |  | M                              | 354   | (6) 10/07/2025(6)  | Ordinary Shares   | 354                        |
| Restricted Stock Units                     | (1)  | 09/18/2017                           |  | M                              | 883   | (7) 03/06/2026(7)  | Ordinary Shares   | 883                        |

## Reporting Owners

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

## Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung Chen 09/20/2017

\_\_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.

## Edgar Filing: Chen Yun-Lung - Form 4

- (2) Includes 224 shares acquired under the Company's employee stock purchase plan on September 15, 2017.
- (3) 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.
- (4) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2013.
- (5) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2014.
- (6) The restricted stock units vest at the rate of 1/16 per quarter commencing on September 15, 2015.
- (7) 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.

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.