#### AMBARELLA INC

Form 4

February 04, 2014

### FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wang Feng-Ming			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMBARELLA INC [AMBA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Energia un appricable)			
3101 JAY STREET			(Month/Day/Year) 02/03/2014	X Director 10% Owner X Officer (give title Other (specify below) CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SANTA CLARA, CA 95054			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities According Disposed of (Instr. 3, 4 and 5)  (A) or		(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)	
Ordinary			Code V	Amount	(D)	Price \$	· · · · · · · · · · · · · · · · · · ·			
Shares	02/03/2014		S <u>(1)</u>	33,221	D	30.3491 (2)	391,249	D		
Ordinary Shares	02/03/2014		S(1)	10,779	D	\$ 31.5014 (3)	380,470	D		
Ordinary Shares	02/03/2014		S <u>(1)</u>	4,900	D	\$ 30.3465 (4)	53,933	I	by Acorn Hall Trust	
Ordinary Shares	02/03/2014		S(1)	4,600	D	\$ 31.7771	49,333	I	by Acorn Hall Trust	

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					(6)			(5)
Ordinary Shares	02/03/2014	S <u>(1)</u>	10,700	D	\$ 30.3598 <u>(7)</u>	71,300	I	by Tutu's Trust (8)
Ordinary Shares	02/03/2014	S <u>(1)</u>	9,300	D	\$ 31.7701 (9)	62,000	I	by Tutu's Trust (8)

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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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. Transac Code (Instr. 8	of See A A D of (I	lumber		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Wang Feng-Ming								
3101 JAY STREET	X		CEO					
SANTA CLARA, CA 95054								

## **Signatures**

By: /s/ Michael Morehead, Attorney in Fact For: Feng-Ming
Wang
02/04/2014

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on March 28, 2013.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$30.08 to \$31.05 (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.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.08 to \$31.97 (3) 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 (3) to this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$30.10 to \$30.98 (4) 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 (4) to this Form 4.
- Shares held by Acorn Hall Irreversible Trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.12 to \$32.11 (6) 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 (6) to this Form 4.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$30.09 to \$31.04 (7) 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 (7) to this Form 4.
- Shares held by Tutu's Irrevocable Trust for the benefit of the reporting person's child. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$31.13 to \$32.12 (9) 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 (9) 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. 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.