

AMBARELLA INC
Form 4
June 27, 2013

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 *
Pacven Walden Management V Co.
Ltd.

(Last) (First) (Middle)

ONE CALIFORNIA
STREET, SUITE 2800

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2013

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) ___X___ Other (specify below)
Former 10% holder

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| Ordinary Shares | 06/24/2013 | | J ⁽²⁾ | 705,010 | D \$ 0 | 2,115,031 | I | By Pacven Walden Ventures V, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | J ⁽³⁾ | 2,446 | D \$ 0 | 7,338 | I | By Pacven Walden Ventures V Associates Fund, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | | J ⁽⁴⁾ | 16,221 | D \$ 0 | 48,664 | I | By Pacven Walden Ventures |

| | | | | | | | | |
|-----------------|------------|------------------|--------|---|------|--------|---|--|
| Ordinary Shares | 06/24/2013 | J ⁽⁵⁾ | 16,221 | D | \$ 0 | 48,664 | I | Parallel V-A C.V. ⁽¹⁾ By Pacven Walden Ventures Parallel V-B C.V. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | J ⁽⁶⁾ | 13,287 | D | \$ 0 | 39,861 | I | By Pacven Walden Ventures V-QP Associates Fund, L.P. ⁽¹⁾ |
| Ordinary Shares | 06/24/2013 | J ⁽⁷⁾ | 15,686 | A | \$ 0 | 15,686 | D | |
| Ordinary Shares | 06/25/2013 | J ⁽⁸⁾ | 14,905 | D | \$ 0 | 781 | D | |
| Ordinary Shares | 06/25/2013 | J ⁽⁸⁾ | 11,253 | A | \$ 0 | 11,253 | I | By Pacven Walden Management Co. Ltd. |

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Pacven Walden Management V Co. Ltd. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |
| PACVEN WALDEN VENTURES V LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |
| Pacven Walden Ventures Parallel V-A C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |
| Pacven Walden Ventures Parallel V-B C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |
| PACVEN WALDEN VENTURES V ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |
| PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111 | | | | Former 10% holder |

Signatures

| | |
|---|------------|
| /s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd. and as director of Pacven Walden Management Co. Ltd | 06/27/2013 |
| __Signature of Reporting Person | Date |
| /s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V, L.P. | 06/27/2013 |
| __Signature of Reporting Person | Date |
| /s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-A C.V. | 06/27/2013 |
| __Signature of Reporting Person | Date |
| /s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-B C.V. | 06/27/2013 |
| __Signature of Reporting Person | Date |
| | 06/27/2013 |

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/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V Associates Fund, L.P.

__Signature of Reporting Person

Date

/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V-QP Associates Fund, L.P.

06/27/2013

__Signature of Reporting Person

Date

/s/ Lip-Bu Tan

06/27/2013

__Signature of Reporting Person

Date

/s/ Andrew Kau

06/27/2013

__Signature of Reporting Person

Date

/s/ Hock Voon Loo

06/27/2013

__Signature of Reporting Person

Date

/s/ Brian Chiang

06/27/2013

__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) Pacven Walden Management V Co. Ltd. ("Pacven V Mgmnt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmnt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmnt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.
- (2) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., without consideration, to its partners.
- (3) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V Associates Fund, L.P., without consideration, to its partners.
- (4) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-A C.V., without consideration, to its partners.
- (5) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures Parallel V-B C.V., without consideration, to its partners.
- (6) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- (7) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P., Pacven Walden Ventures V Associates Fund, L.P., Pacven Walden Ventures Parallel V-A C.V., Pacven Walden Ventures Parallel V-B C.V. and Pacven Walden Ventures V-QP Associates Fund, L.P., without consideration, to its partners.
- (8) Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co. Ltd., without consideration, to its shareholders.

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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