

AMBARELLA INC

Form 4

January 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287

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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 \*

Kohn Leslie

(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)

01/07/2015

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)

CTO

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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	01/07/2015		M		741	A	\$ 8.82
Ordinary Shares	01/07/2015		M		22,817	A	\$ 2.93
Ordinary Shares	01/07/2015		M		14,442	A	\$ 3.2
Ordinary Shares	01/07/2015		S <sup>(1)</sup>		38,000	D	\$ 58

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.93	01/07/2015		M	22,817	<u>(2)</u> 07/09/2018	Ordinary Shares	22,817
Incentive Stock Option (right to buy)	\$ 3.2	01/07/2015		M	14,442	<u>(3)</u> 07/08/2019	Ordinary Shares	14,442
Non-Qualified Stock Option (right to buy)	\$ 8.82	01/07/2015		M	741	<u>(4)</u> 08/29/2021	Ordinary Shares	741

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kohn Leslie 3101 JAY STREET SANTA CLARA, CA 95054	X		CTO	

## Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Leslie Kohn 01/09/2015

\*\*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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2013.

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- (2) Shares subject to the option vest monthly over four years beginning on August 1, 2008.
- (3) Shares subject to the option vest monthly over four years beginning on August 1, 2009.
- (4) Shares subject to the option vest monthly over four years beginning on August 1, 2011.

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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