

AMBARELLA INC
Form 4
September 11, 2014

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 *
TAN LIP BU

(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)
09/09/2014

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)

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	09/09/2014		J ⁽¹⁾		753,188	D	\$ 0	0 ⁽²⁾	I	See Footnote ⁽³⁾
Ordinary Shares	09/09/2014		J ⁽¹⁾		14,905	A	\$ 0	40,429 ⁽⁴⁾	I	See Footnote ⁽⁵⁾
Ordinary Shares	09/09/2014		J ⁽¹⁾		119	A	\$ 0	3,467	I	See Footnote ⁽⁶⁾
Ordinary Shares								2,778	D	

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

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(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 Owned Following Transaction (Instr. 3 and 4)
				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

TAN LIP BU
ONE CALIFORNIA STREET, SUITE 2800 X
SAN FRANCISCO, CA 94111

Signatures

/s/ Lip-Bu Tan 09/11/2014

__Signature of Date
Reporting Person

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) Represents a pro-rata, in-kind distribution by Pacven Walden Ventures V, L.P. and affiliated funds, without consideration, to their partners or shareholders as applicable.
Excludes 22,506 ordinary shares that were distributed, without consideration, by Pacven Walden Ventures V, L.P. and affiliated funds to
- (2) Pacven Walden Management Co., Ltd. on December 13, 2013 and were not reflected in subsequent Forms 4 filed on March 19, 2014, June 18, 2014 and September 10, 2014.
- (3) Such shares are held by Pacven Walden Ventures V, L.P. and affiliated funds. Mr. Tan disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.
- (4) Includes 22,506 ordinary shares that were distributed, without consideration, by Pacven Walden Ventures V, L.P. and affiliated funds to Pacven Walden Management Co., Ltd. on December 13, 2013 and were not reflected in subsequent Forms 4 filed on March 19, 2014,

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June 18, 2014 and September 10, 2014.

- (5) Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.
- (6) Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.

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.