

AMBARELLA INC
Form 4
December 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 *
LeGall Didier

(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)
12/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 12/09/2014 | | M | | 4,500 | A | \$ 8.82 |
| | | | | | | | 57,880 |
| Ordinary Shares | 12/09/2014 | | S | | 4,500 | D | \$ 52.3047 |
| | | | | | | | <u>(1)</u> |
| Ordinary Shares | 12/10/2014 | | M | | 21,777 | A | \$ 8.82 |
| | | | | | | | 75,157 |
| Ordinary Shares | 12/10/2014 | | M | | 6,000 | A | \$ 3.2 |
| | | | | | | | 81,157 |
| Ordinary Shares | 12/10/2014 | | S | | 27,777 | D | \$ 52.7253 |
| | | | | | | | 53,380 |

(2)

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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Incentive Stock Option (right to buy) | \$ 3.2 | 12/10/2014 | | M | 6,000 | (3) | 07/08/2019 | Ordinary Shares | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 8.82 | 12/10/2014 | | M | 17,777 | (4) | 11/02/2020 | Ordinary Shares | 17,777 |
| Non-Qualified Stock Option (right to buy) | \$ 8.82 | 12/09/2014 | | M | 4,500 | (5) | 08/29/2021 | Ordinary Shares | 4,500 |
| Non-Qualified Stock Option (right to buy) | \$ 8.82 | 12/10/2014 | | M | 4,000 | (5) | 08/29/2021 | Ordinary Shares | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LeGall Didier 3101 JAY STREET SANTA CLARA, CA 95054 | | | Executive Vice President | |

Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Didier LeGall 12/11/2014

__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).

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$52.18 to \$52.45 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 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 \$52.56 to \$53.04 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 this Form 4.

(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, 2010.

(5) 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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