

Chen Yun-Lung  
Form 4  
March 11, 2019

**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 \*  
Chen Yun-Lung

(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)  
03/07/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
VP, Business Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price  |
| Ordinary Shares                 | 03/08/2019                           |  | M                              |   | 2,037   | A  | \$ 3.2   |
| Ordinary Shares                 | 03/08/2019                           |  | S                              |   | 6,320   | D  | \$ 41.2755   |

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

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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. 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 A of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title  |
| Non-Qualified Stock Option (right to buy)  | \$ 3.2   | 03/08/2019                           |  | M                              | 2,037   | (2) 07/08/2019   | Ordinary Shares  |
| Performance Stock Units                    | (3)  | 03/07/2019                           |  | A                              | 8,492   | (4) 03/15/2022(4)  | Ordinary Shares  |
| Restricted Stock Units                     | (3)  | 03/07/2019                           |  | A                              | 8,492   | (5) 03/15/2022(5)  | Ordinary Shares  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Chen Yun-Lung<br>3101 JAY STREET<br>SANTA CLARA, CA 95054 |               |           | VP, Business Development |       |

## Signatures

By: /s/ Michael Morehead, Attorney in Fact For: Yun-Lung Chen 03/11/2019

\_\_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 \$41.1150 to

- (1) \$41.4000 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.
- (2) Shares subject to the option vest monthly over four years beginning on August 1, 2009.
- (3) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.

Reporting person was granted an award of performance-based RSUs covering a target of 8,492 ordinary shares (the "Target RSU Number"). Pursuant to time-based vesting requirements, 100% of this award is scheduled to vest on March 15, 2022, subject to continued

- (4) service requirements through such date. In addition, the number of shares subject to the RSUs may be increased or decreased by up to 100% of the Target RSU Number or may remain the same, based on attainment of specified levels of the Company's total stockholder return over the period of February 1, 2019 through January 31, 2022.

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(5) The restricted stock units vest at the rate of 1/12 per quarter commencing on March 15, 2019.

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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