

AMBARELLA INC
Form 4
September 17, 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 *
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)
09/15/2014

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Ordinary Shares	09/15/2014		M		10,000	A	\$ 8.82
Ordinary Shares	09/15/2014		S ⁽¹⁾		8,200	D	\$ 35.5497
Ordinary Shares	09/15/2014		S ⁽¹⁾		1,800	D	\$ 36.525
Ordinary Shares	09/16/2014		M		3,764	A	(4)
Ordinary Shares	09/16/2014		S ⁽⁵⁾		3,881	D	\$ 33.66

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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)
Non-Qualified Stock Option (right to buy)	\$ 8.82	09/15/2014		M	10,000	<u>(6)</u> 11/02/2020	Ordinary Shares
Restricted Stock Units	<u>(4)</u>	09/16/2014		M	764	<u>(7)</u> 08/27/2022 <u>(7)</u>	Ordinary Shares
Restricted Stock Units	<u>(4)</u>	09/16/2014		M	3,000	<u>(8)</u> 08/26/2023 <u>(9)</u>	Ordinary Shares

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 09/17/2014

**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).

(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.

(2)

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The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$35.21 to \$36.15 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) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$36.25 to \$37.05 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of Ambarella, Inc. Ordinary Shares.
- (5) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- (6) Shares subject to the option vest monthly over four years beginning on August 1, 2010.
- (7) The restricted stock units vest at the rate of 1/16 per quarter beginning on September 15, 2012.

- (8) On August 27, 2013 the reporting person was granted RSUs convertible into 24,000 Ordinary Shares based on Issuer's determination of the satisfaction of certain performance goals for the fiscal year ended January 31, 2014. The performance criteria were achieved, and the RSUs become eligible for time-based vesting commencing on March 15, 2014.
- (9) The RSUs vested as to 1/8 of the RSUs on June 15, 2014 and 1/8 of the RSU's will vest each three months thereafter such that the RSUs are 100% vested on March 15, 2016.

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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