

AMBARELLA INC
Form 4
December 18, 2013

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)
12/13/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Ordinary Shares | 12/16/2013 | | M | 695 A 1.00 | 1,389 | D | |
| Ordinary Shares | 12/13/2013 | | J ⁽²⁾ | 7,304 D \$ 0 | 775,694 | I | See Footnote ⁽³⁾ |
| Ordinary Shares | 12/13/2013 | | J ⁽²⁾ | 1,994 A \$ 0 | 3,348 | I | See Footnote ⁽⁴⁾ |
| Ordinary Shares | 12/13/2013 | | J ⁽²⁾ | 694 A \$ 0 | 694 | I | See Footnote ⁽⁵⁾ |

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| | | | | | | | | |
|-----------------|------------|------------------|-----|---|----------------------|-------|---|------------------------|
| Ordinary Shares | 12/17/2013 | S | 694 | D | \$ 24.8855 (6) | 0 | I | See Footnote (5) |
| Ordinary Shares | 12/13/2013 | J ⁽²⁾ | 714 | A | \$ 0 | 714 | I | See Footnote (7) |
| Ordinary Shares | 12/17/2013 | S | 714 | D | \$ 24.8855 (6) | 0 | I | See Footnote (7) |
| Ordinary Shares | | | | | | 3,018 | I | See Footnote (8) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | <u>(1)</u> | 12/16/2013 | | M | 695 | <u>(9)</u> | <u>(9)</u> | Ordinary Shares | 695 | \$ 0 |

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

12/17/2013

**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) Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- (2) Represents a pro-rata, in-kind distribution by Pacven Walden Management V Co., Ltd., without consideration, to their partners or shareholders as applicable.
- (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) Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.
- (5) Such shares are held by WIIG Pool, Inc., of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by WIIG Pool, Inc. except to the extent of any pecuniary interest therein.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$24.82 to \$24.99
- (6) 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 footnote (6) to this Form 4.
- (7) Such shares are held by Reserve Holdings LLC, of which Mr. Tan is a director and shareholder. Mr. Tan disclaims beneficial ownership of the shares held by Reserve Holdings LLC except to the extent of any pecuniary interest therein.
- (8) Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.
- (9) Of the total 2,778 shares, the RSUs vest as to one-fourth of the RSUs each three months following June 15, 2013.

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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