

AMBARELLA INC

Form 4

January 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Day Christopher

(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)
01/02/2014

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	01/02/2014		M	14,278 A	\$ 8.64 41,266	D	
Ordinary Shares	01/02/2014		M	21,016 A	\$ 8.82 62,282	D	
Ordinary Shares	01/02/2014		M	4,706 A	\$ 9.99 66,988	D	
Ordinary Shares	01/02/2014		S ⁽¹⁾	35,631 D	\$ 32.9557 31,357	D	
Ordinary Shares	01/02/2014		S ⁽¹⁾	4,369 D	\$ 33.649 26,988	D	

Edgar Filing: AMBARELLA INC - Form 4

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.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.64	01/02/2014		M	14,278	<u>(4)</u> 04/13/2020	Ordinary Shares	14,278
Stock Option (right to buy)	\$ 8.82	01/02/2014		M	7,591	<u>(5)</u> 11/03/2020	Ordinary Shares	7,591
Stock Option (right to buy)	\$ 8.82	01/02/2014		M	13,425	<u>(6)</u> 08/30/2021	Ordinary Shares	13,425
Stock Option (right to buy)	\$ 9.99	01/02/2014		M	4,706	<u>(7)</u> 07/10/2022	Ordinary Shares	4,706

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day Christopher 3101 JAY STREET SANTA CLARA, CA 95054				See Remarks

Signatures

/s/ Michael Morehead, by Power of
Attorney

01/06/2014

__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 Rule 10b5-1 trading plans adopted on June 15, 2013.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$32.35 to \$33.34 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 (2) to 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 \$33.36 to \$33.98 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 (3) to this Form 4.

(4) Of the total grant of 100,000 shares, 25% vests on the one year anniversary of the date of grant, April 13, 2010, and the remaining shares vest in equal monthly installments over 36 months.

(5) Of the total grant of 8,888 shares, 1/48 vests each month following the vesting commencement date of August 1, 2010.

(6) Of the total grant of 22,222 shares, 1/48 vests each month following the vesting commencement date of August 1, 2011.

(7) Of the total grant of 17,777 shares, 1/48 vests each month following the vesting commencement date of May 23, 2012.

Remarks:

VP, Marketing and Business Development

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.