AMBARELLA INC

Form 4 June 18, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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

See Instruction

1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* TAN LIP BU

(Middle)

AMBARELLA INC [AMBA]

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

3. Date of Earliest Transaction

06/16/2014

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

ONE CALIFORNIA STREET, **SUITE 2800** 

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94111

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed			4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
0.4			Code V	Amount		Price	(Instr. 3 and 4)			
Ordinary Shares	06/16/2014		M	695	A	(1)	2,778	D		
Ordinary Shares							775,694	I	See Footnote (2)	
Ordinary Shares							3,348	I	See Footnote (3)	
Ordinary Shares							3,018	I	See Footnote (4)	

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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. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Security (Instr. 5
	Security				Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/16/2014		M	695	(5)	<u>(5)</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/ Michael Morehead by Power of Attorney 06/18/2014

\*\*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) Each RSU represents a contingent right to receive one share of the Issuer's Ordinary Shares.
- (2) 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.
- (3) Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.
- (4) Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.

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(5) 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. 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.