

VERHALEN ANDREW W

Form 4

May 09, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VERHALEN ANDREW W

(Last) (First) (Middle)

260 HOMER AVENUE, SUITE 201

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMBARELLA INC [AMBA]

3. Date of Earliest Transaction
(Month/Day/Year)

05/07/2013

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	(A) or (D)	Price			
Ordinary Shares	05/07/2013		J ⁽²⁾		700,000	D	\$ 0	1,938,363	I	See Footnotes ⁽¹⁾
Ordinary Shares	05/07/2013		J ⁽²⁾		17,329	A	\$ 0	39,551	D	
Ordinary Shares	05/07/2013		J ⁽²⁾		1,460	A	\$ 0	1,460	I	By Nicole Brownstone Verhalen 1997 Trust
Ordinary Shares	05/07/2013		J ⁽²⁾		1,460	A	\$ 0	1,460	I	By Sara Rose Verhalen 1997 Trust

Ordinary Shares	05/07/2013	J ⁽²⁾	5,839	A	\$ 0	5,839	I	By Verhalen Brownstone Family Partners
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VERHALEN ANDREW W 260 HOMER AVENUE SUITE 201 PALO ALTO, CA 94301	X

Signatures

/s/ Andrew Verhalen	05/09/2013
<u> </u> 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)

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Includes 1,938,363 shares held by Matrix Partners VII, L.P. Mr. Verhalen is a managing member of Matrix VII Management Co., L.L.C., which is the general partner of Matrix Partners VII, L.P. Mr. Verhalen disclaims beneficial ownership of the Matrix VII, L.P. shares except to the extent of any pecuniary interest therein.

(2) Represents a pro-rata, in-kind distribution by Matrix Partners VII, L.P., without consideration, to its partners.

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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