

AMBARELLA INC

Form 4

October 15, 2012

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 *
DUNLEVIE BRUCE

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

10/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ 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
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	10/15/2012		C		2,777,777	A	<u>(2)</u>	2,777,777	I	See footnote <u>(1)</u>
Ordinary Shares	10/15/2012		C		558,347	A	<u>(3)</u>	3,336,124	I	See footnote <u>(1)</u>
Ordinary Shares	10/15/2012		C		370,370	A	<u>(4)</u>	3,706,494	I	See footnote <u>(1)</u>
Ordinary Shares	10/15/2012		S		555,974	D	\$ 6	3,150,520	I	See footnote

(1)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preference Shares	(2)	10/15/2012		C		2,777,777		(2)	(2)	Ordinary Shares	2,777,777
Series B Convertible Preference Shares	(3)	10/15/2012		C		558,347		(3)	(3)	Ordinary Shares	558,347
Series C Convertible Preference Shares	(4)	10/15/2012		C		370,370		(4)	(4)	Ordinary Shares	370,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNLEVIE BRUCE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie

10/15/2012

__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).

Shares held of record by Benchmark Capital Partners IV, L.P. or BCP IV, as nominee for Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-A, L.P., and Benchmark Founders' Fund IV-B, L.P. and related individuals, or the Benchmark Funds. Benchmark Capital Management Co IV, L.L.C., or BCMC IV, is the general partner of BCP IV.

- (1) BCMC IV's managing members are Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of such individual's pecuniary interest therein.
- (2) The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- (3) The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
- (4) The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the members of Benchmark Capital Management Co IV, L.L.C., which serves as general partner to Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-A, L.P. and Benchmark Founders' Fund IV-B, L.P. and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities) other than any securities being reported herein as being directly owned by such person or entity. The filing of this report is not an admission that any Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose. *This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark Capital and their applicable members.

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.