

AMBARELLA INC
Form 4
July 02, 2013

FORM 4

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

OMB APPROVAL

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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)
06/28/2013

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 | 06/28/2013 | | S | | 2,550 | D | \$ 16.6064 (1) |
| | | | | | | | 8,703 |
| Ordinary Shares | 06/28/2013 | | S | | 347 | D | \$ 16.6064 (2) |
| | | | | | | | 0 |
| Ordinary Shares | 06/28/2013 | | S | | 357 | D | \$ 16.6064 (3) |
| | | | | | | | 0 |
| Ordinary Shares | | | | | | | 1,116 |

| | | | |
|-----------------|-----------|---|-------------------------------|
| Ordinary Shares | 2,260,639 | I | (7) 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) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

TAN LIP BU
ONE CALIFORNIA STREET, SUITE 2800 X
SAN FRANCISCO, CA 94111

Signatures

/s/ Lip-Bu Tan 07/02/2013

__Signature of Date
Reporting Person

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).
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.55 to \$16.69 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 (1) to this Form 4.

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(2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.55 to \$16.69 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.

(3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$16.55 to \$16.69 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) Such shares are held by Pacven Walden Management Co., Ltd., of which Mr. Tan is the sole shareholder and director.

(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.

(6) 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.

(7) Such shares are held by Lip-Bu Tan & Ysa Loo Trust DTD 2/3/92.

(8) 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.

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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