

PACVEN WALDEN VENTURES V LP
 Form 4
 October 16, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pacven Walden Management V Co. Ltd.

(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)
 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)

___ Form filed by One Reporting Person
 ___X___ 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 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)
				(A) or (D) Price			
Ordinary Shares	10/15/2012		C	2,820,041	A $\frac{(2)}{(3)}(4)$ 2,820,041	I	By Pacven Walden Ventures V, L.P. ⁽¹⁾
Ordinary Shares	10/15/2012		C	9,784	A $\frac{(2)}{(3)}(4)$ 9,784	I	By Pacven Walden Ventures V Associates Fund, L.P. ⁽¹⁾
Ordinary Shares	10/15/2012		C	64,885	A $\frac{(2)}{(3)}(4)$ 64,885	I	By Pacven Walden

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						<u>(4)</u>			Ventures Parallel V-A C.V. <u>(1)</u>
Ordinary Shares	10/15/2012		C	64,885	A	<u>(2)</u> <u>(3)</u> <u>(4)</u>	64,885	I	By Pacven Walden Ventures Parallel V-B C.V. <u>(1)</u>
Ordinary Shares	10/15/2012		C	53,148	A	<u>(2)</u> <u>(3)</u> <u>(4)</u>	53,148	I	By Pacven Walden Ventures V-QP Associates Fund, L.P. <u>(1)</u>

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012		C	1,560,060	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	1,560,060
Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012		C	5,413	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	5,413
Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012		C	35,895	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	35,895

Shares

Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012	C	35,895	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	35,895
Series A Convertible Preference Shares	<u>(2)</u>	10/15/2012	C	29,402	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	29,402
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	653,291	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	653,291
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	2,266	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	2,266
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	15,031	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	15,031
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	15,031	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	15,031
Series B Convertible Preference Shares	<u>(3)</u>	10/15/2012	C	12,312	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	12,312
Series C Convertible	<u>(4)</u>	10/15/2012	C	606,690	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	606,690

Preference
Shares

Series C
Convertible
Preference
Shares

(4)

10/15/2012

C

2,105

(4)(4)Ordinary
Shares

2,105

Series C
Convertible
Preference
Shares

(4)

10/15/2012

C

13,959

(4)(4)Ordinary
Shares

13,959

Series C
Convertible
Preference
Shares

(4)

10/15/2012

C

13,959

(4)(4)Ordinary
Shares

13,959

Series C
Convertible
Preference
Shares

(4)

10/15/2012

C

11,434

(4)(4)Ordinary
Shares

11,434

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacven Walden Management V Co. Ltd. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111		X		
PACVEN WALDEN VENTURES V LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111		X		
Pacven Walden Ventures Parallel V-A C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111		X		

Pacven Walden Ventures Parallel V-B C.V. ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111	X
PACVEN WALDEN VENTURES V ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111	X
PACVEN WALDEN VENTURES V QP ASSOCIATES FUND LP ONE CALIFORNIA STREET SUITE 2800 SAN FRANCISCO, CA 94111	X

Signatures

/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V, L.P. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-A C.V. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures Parallel V-B C.V. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V Associates Fund, L.P. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan, as director of Pacven Walden Management V Co. Ltd., the general partner of Pacven Walden Ventures V-QP Associates Fund, L.P. **Signature of Reporting Person	10/15/2012 Date
/s/ Lip-Bu Tan **Signature of Reporting Person	10/15/2012 Date
/s/ Andrew Kau **Signature of Reporting Person	10/15/2012 Date
/s/ Hock Voon Loo **Signature of Reporting Person	10/15/2012 Date
/s/ Brian Chiang **Signature of Reporting Person	10/15/2012 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).

- Pacven Walden Management V Co. Ltd. ("Pacven V Mgmt"), the Designated Filer, is the general partner of Pacven Walden Ventures V, L.P. ("Pacven Ventures V"), Pacven Walden Ventures Parallel V-A, C.V. ("Pacven V Parallel A"), Pacven Walden Ventures Parallel Fund V-B, C.V. ("Pacven V Parallel B"), Pacven Walden Ventures V Associates Fund, L.P. ("Pacven V A") and Pacven Walden Ventures V-QP Associates Fund, L.P. ("Pacven V-QP"). Lip-Bu Tan is the sole director of Pacven V Mgmt and shares voting and investment power with respect to the shares held by Pacven Ventures V, Pacven V Parallel A, Pacven V Parallel B, Pacven V A and Pacven V-QP with the other members of the Investment Committee of Pacven V Mgmt. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each member disclaims beneficial ownership of the shares except the extent of his or her pecuniary interest.
- (1) The Series A Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
 - (2) The Series B Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
 - (3) The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.
 - (4) The Series C Convertible Preference Shares converted into Ordinary Shares on a 1-to-1 basis and had no expiration date.

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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