

AMBARELLA INC
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

Ambarella, Inc.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G037AX101

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 16 Pages

Exhibit Index Contained on Page 15

CUSIP NO. G037AX101 13 G Page 2 of 16

1 NAME OF REPORTING PERSON Benchmark Capital Partners IV, L.P. ("BCP IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,029,881 shares, except that Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, may be deemed to have sole power to vote these shares, and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the members of BCMC IV, may be deemed to have shared power to vote these shares.

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

72,029,881 shares, except that BCMC IV, the general partner of BCP IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,029,881

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 TYPE OF REPORTING PERSON

7.8%

12

PN

CUSIP NO. G037AX101 13 G Page 3 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV, L.P. ("BFF IV")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 581,763 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

OWNED BY
EACH
REPORTING

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

7 581,763 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

581,763

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
TYPE OF REPORTING PERSON

2.2%

12

PN

CUSIP NO. G037AX101 13 G Page 4 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH REPORTING PERSON 575,918 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

775,918 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,918

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. G037AX101 13 G Page 5 of 16

1 NAME OF REPORTING PERSON Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 22,600 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

OWNED BY
EACH
REPORTING

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

7 22,600 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
TYPE OF REPORTING PERSON

0.1%

12

PN

CUSIP NO. G037AX101 13 G Page 6 of 16

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. IV, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.

OWNED BY
EACH
REPORTING

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,150,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. G037AX101 13 G Page 7 of 16

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF 5
 SHARES 0 shares

BENEFICIALLY SHARED VOTING POWER

OWNED BY 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned
 EACH 6 by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and
 REPORTING 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.
 PERSON BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a
 member of BCMC IV, may be deemed to have shared power to vote these shares.

WITH
 SOLE DISPOSITIVE POWER
 7
 0 shares
 SHARED DISPOSITIVE POWER

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned
 8 by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and
 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.
 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a
 member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,150,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%

TYPE OF REPORTING PERSON
 12 IN

CUSIP NO. G037AX101 13 G Page 8 of 16

1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF 5
 SHARES 0 shares

BENEFICIALLY SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.

WITH
 7
 0 shares
 SHARED DISPOSITIVE POWER

8 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,150,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. G037AX101 13 G Page 9 of 16

1 NAME OF REPORTING PERSON Kevin R. Harvey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5
 SHARES

SOLE VOTING POWER

0 shares

BENEFICIALLY SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares.

WITH

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,150,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%
 TYPE OF REPORTING PERSON

12 IN

CUSIP NO. G037AX101 13 G Page 10 of 16

1 NAME OF REPORTING PERSON Robert C. Kagle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5
 SHARES 0 shares

BENEFICIALLY SHARED VOTING POWER

OWNED BY 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned
 EACH 6 by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and
 REPORTING 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.
 PERSON BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a
 member of BCMC IV, may be deemed to have shared power to vote these shares.

WITH

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned
 8 by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and
 440,358 are held in nominee form for the benefit of persons associated with BCMC IV.
 BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a
 member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 3,150,520
 PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN ..
 SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. G037AX101 13 G Page 11 of 16

1 NAME OF REPORTING PERSON Steven M. Spurlock

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5
SHARES

SOLE VOTING POWER

0 shares

BENEFICIALLY SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON 3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares.

WITH

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

3,150,520 shares, of which 2,029,881 are directly owned by BCP IV, 581,763 are directly owned by BFF IV, 75,918 are directly owned by BFF IV-A, 22,600 are directly owned by BFF IV-B and 440,358 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,150,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. G037AX101 13 G Page 12 of 16

ITEM 1(A). NAME OF ISSUER

Ambarella, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2975 San Ysidro Way

Santa Clara, CA 95051

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Founders' Fund IV, L.P., a Delaware limited partnership ("BFF IV"), Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership ("BFF IV-A"), Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership ("BFF IV-B"), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company ("BCMC IV"), and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A and BFF IV-B.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Benchmark Capital

2480 Sand Hill Road, Suite 200

Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP

BCP IV, BFF IV, BFF IV-A and BFF IV-B are Delaware limited partnerships. BCMC IV is a Delaware limited liability company. Dunlevie, Gurley, Harvey, Kagle, and Spurlock are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Ordinary Shares

CUSIP # G037AX101

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. G037AX101 13 G Page 13 of 16

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and the limited liability company agreement of BCMC IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

CUSIP NO. G037AX101 13 G Page 14 of 16

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a

Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a

Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a

Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a

Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV,

L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Managing Member

BRUCE W. DUNLEVIE

J. WILLIAM GURLEY

KEVIN R. HARVEY

ROBERT C. KAGLE

STEVEN M. SPURLOCK

By:/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	16

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Ambarella, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2013

BENCHMARK CAPITAL PARTNERS IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a
Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a
Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV,
L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By:/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.