

AMBARELLA INC
Form SC 13G
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES

13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2

(Amendment No.)

Ambarella, Inc.

(Name of Issuer)

Ordinary Shares, \$0.00045 par value per share

(Title of Class of Securities)

G037AX101

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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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 the disclosures provided in a prior cover page. The information required in 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).

SCHEDULE 13G

CUSIP No. G037AX101

Page 2 of 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Matrix Partners VII, L.P. (04-3555553)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 2,638,363²
6. Shared Voting Power

Beneficially

Owned by

Each -0-
7. Sole Dispositive Power

Reporting

Person 2,638,363²
8. Shared Dispositive Power

With:

-0-

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,638,363²

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.76%³

12. Type of Reporting Person (See Instructions)

PN

¹ This Schedule 13G is filed by Matrix Partners VII, L.P. (Matrix VII); Matrix VII Management Co., L.L.C. (Matrix VII MC), the general partner of Matrix VII; and Andrew W. Verhalen (Verhalen), a managing member of Matrix VII MC, (collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

² Represents 2,638,363 shares held by Matrix VII. Matrix VII MC is the general partner of Matrix VII, and Verhalen is a managing member of Matrix VII MC. Verhalen has sole voting and dispositive power with respect to the Matrix VII shares. The Reporting Persons disclaim beneficial ownership of the Matrix VII shares, except to the extent of their respective pecuniary interests therein.

³ This percentage is calculated based upon 27,027,142 shares of the Issuer's ordinary shares outstanding as of December 31, 2012 as reported by the Issuer to the Reporting Persons.

SCHEDULE 13G

CUSIP No. G037AX101

Page 3 of 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Matrix VII Management Co., L.L.C. (04-3555044)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 2,638,363⁵
6. Shared Voting Power

Beneficially

Owned by

Each -0-
7. Sole Dispositive Power

Reporting

Person 2,638,363⁵
8. Shared Dispositive Power

With:

-0-

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,638,363⁵

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.76%⁶

12. Type of Reporting Person (See Instructions)

OO

⁴ This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

⁵ Represents 2,638,363 shares held by Matrix VII. Matrix VII MC is the general partner of Matrix VII, and Verhalen is a managing member of Matrix VII MC. Verhalen has sole voting and dispositive power with respect to the Matrix VII shares. The Reporting Persons disclaim beneficial ownership of the Matrix VII shares, except to the extent of their respective pecuniary interests therein.

⁶ This percentage is calculated based upon 27,027,142 shares of the Issuer's ordinary shares outstanding as of December 31, 2012 as reported by the Issuer to the Reporting Persons.

SCHEDULE 13G

CUSIP No. G037AX101

Page 4 of 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Andrew W. Verhalen

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 2,660,585⁸
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 2,660,585⁸
8. Shared Dispositive Power

With:

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,660,585⁸

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.84%⁹

12. Type of Reporting Person (See Instructions)

IN

⁷ This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

⁸ Includes 2,638,363 shares held by Matrix VII and 22,222 shares held by Verhalen. Matrix VII MC is the general partner of Matrix VII, and Verhalen is a managing member of Matrix VII MC. Verhalen has sole voting and dispositive power with respect to the Matrix VII shares and the Verhalen shares. The Reporting Persons disclaim beneficial ownership of the Matrix VII shares, except to the extent of their pecuniary interest therein.

⁹ This percentage is calculated based upon 27,027,142 of the Issuer's ordinary shares outstanding as of December 31, 2012 as reported by the Issuer to the Reporting Persons.

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 Person Filing:

The reporting persons are:

Matrix Partners VII, L.P. (Matrix VII);

Matrix VII Management Co., L.L.C. (Matrix VII MC); and

Andrew W. Verhalen (Verhalen).

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of each of the reporting persons is:

c/o Matrix Partners

1000 Winter Street, Suite 4500

Waltham, MA 02451

Item 2(c) Citizenship:

Matrix VII Delaware limited partnership

Matrix VII MC Delaware limited liability company

Verhalen U.S. citizen

Item 2(d) Title of Class of Securities:

This Schedule 13G report relates to the Common Stock, par value \$0.00045 per share (the Ordinary Shares), of Ambarella, Inc.

Item 2(e) CUSIP Number:

G037AX101

Item 3 Description of Person Filing:
Not applicable.

SCHEDULE 13G

CUSIP No. G037AX101

Page 6 of 9

Item 4 Ownership:(a) Amount Beneficially Owned

As of December 31, 2012: Matrix VII was the record holder of 2,638,363 Ordinary Shares (the Matrix VII Shares); Matrix VII MC was the record holder of 0 Ordinary Shares; and Verhalen was the record holder of 22,222 Ordinary Shares (the Verhalen Shares).

Matrix VII MC, as the general partner of Matrix VII, has voting and dispositive power of the Matrix VII Shares.

Verhalen, as a managing member of Matrix VII MC, as general partner of Matrix VII, has sole voting and dispositive power over the Matrix VII Shares. Verhalen has sole power to vote and/or dispose of the Verhalen Shares.

(b) Percent of Class:

Matrix VII: 9.76%

Matrix VII MC: 9.76%

Verhalen: 9.84%

(c) Number of Shares as to which the Person has:

Reporting Person	NUMBER OF SHARES			
	(i)	(ii)	(iii)	(iv)
Matrix VII	2,638,363	0	2,638,363	0
Matrix VII MC	2,638,363	0	2,638,363	0
Verhalen	2,660,585	0	2,660,585	0

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Each of the Reporting Persons expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(J).

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 12, 2013.

Matrix Partners VII, L.P.

By: Matrix VII Management Co., L.L.C., its General Partner

By: /s/ Andrew W. Verhalen
Andrew W. Verhalen, Authorized Member

Matrix VII Management Co., L.L.C.

By: /s/ Andrew W. Verhalen
Andrew W. Verhalen, Authorized Member

/s/ Andrew W. Verhalen
Andrew W. Verhalen