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**NASDAQ**  
THE NASDAQ OMX GROUP

Received SEC

OCT 09 2012

Michael Emen  
Sr. Vice President  
Listing Qualifications

Washington, DC 20549

By Electronic Mail

October 9, 2012

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

*Continus*

*001-35667*

Dear Mr. Thomas:

This is to certify that on September 26, 2012 The Nasdaq Stock Market (the "Exchange") received from **Ambarella, Inc. (the "Registrant")** a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Ordinary Shares, par value \$0.00045 per share

We further certify that the security described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,