

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Battery Partners XI, LLC</u> (Last) (First) (Middle) <u>ONE MARINA PARK DRIVE, SUITE 1100</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc. [AMPL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Class A Common Stock	03/21/2023		J ⁽¹⁾		36,000	D	\$0.00	154,579	I	By Battery Investment Partners XI, LLC ⁽²⁾
Class A Common Stock	03/21/2023		J ⁽³⁾		776,762	D	\$0.00	3,335,348	I	By Battery Ventures XI-A, L.P. ⁽⁴⁾
Class A Common Stock	03/21/2023		J ⁽⁵⁾		807,008	D	\$0.00	3,465,221	I	By Battery Ventures XI-A Side Fund, L.P. ⁽⁶⁾
Class A Common Stock	03/21/2023		J ⁽⁷⁾		205,238	D	\$0.00	881,274	I	By Battery Ventures XI-B, L.P. ⁽⁸⁾
Class A Common Stock	03/21/2023		J ⁽⁹⁾		174,992	D	\$0.00	751,403	I	By Battery Ventures XI-B Side Fund, L.P. ⁽¹⁰⁾
Class A Common Stock	03/21/2023		J ⁽¹¹⁾		186,943	A	\$0.00	186,943	I	By Battery Partners XI, LLC ⁽¹²⁾
Class A Common Stock	03/21/2023		J ⁽¹³⁾		186,943	D	\$0.00	0	I	By Battery Partners XI, LLC ⁽¹²⁾
Class A Common Stock	03/21/2023		J ⁽¹⁴⁾		186,952	A	\$0.00	186,952	I	By Battery Partners XI Side Fund, LLC ⁽¹⁵⁾
Class A Common Stock	03/21/2023		J ⁽¹⁶⁾		186,952	D	\$0.00	0	I	By Battery Partners XI Side Fund, LLC ⁽¹⁵⁾

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)	4. Period of Execution Date, if any (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year)	5. Number of Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
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)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V						

1. Name and Address of Reporting Person* Battery Partners XI, LLC											
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
[BOSTON MA 02210](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Battery Partners XI Side Fund, LLC](#)

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
[BOSTON MA 02210](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Battery Investment Partners XI, LLC](#)

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
[BOSTON MA 02210](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Battery Ventures XI-A Side Fund, L.P.](#)

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
[BOSTON MA 02210](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Battery Ventures XI-A, L.P.](#)

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
[BOSTON MA 02210](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Battery Ventures XI-B Side Fund, L.P.](#)

(Last) (First) (Middle)
[ONE MARINA PARK DRIVE, SUITE 1100](#)

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Battery Ventures XI-B, L.P.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

Explanation of Responses:

1. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Investment Partners XI, LLC ("BIP XI") to its members without additional consideration.
2. Shares held by BIP XI. Battery Partners XI, LLC ("BP XI") is the managing member of BIP XI and may be deemed to beneficially own the shares held by BIP XI. BP XI disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.
3. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A, L.P. ("BV XI-A") to its general partner and limited partners without additional consideration.
4. Shares held by BV XI-A. BP XI is the general partner of BV XI-A and may be deemed to beneficially own the shares held by BV XI-A. BP XI disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.
5. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF") to its general partner and limited partners without additional consideration.
6. Shares held by BV XI-A SF. Battery Partners XI Side Fund, LLC ("BP XI SF") is the general partner of BV XI-A SF and may be deemed to beneficially own the shares held by BV XI-A SF. BP XI SF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.
7. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B, L.P. ("BV XI-B") to its general partner and limited partners without additional consideration.
8. Shares held by BV XI-B. BP XI is the general partner of BV XI-B and may be deemed to beneficially own the shares held by BV XI-B. BP XI disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.
9. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF") to its general partner and limited partners without additional consideration.
10. Shares held by BV XI-B SF. BP XI SF is the general partner of BV XI-B SF and may be deemed to beneficially own the shares held by BV XI-B SF. BP XI SF disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.
11. Represents receipt of shares in the distribution in kind described in footnotes (3) and (7).
12. Shares held by BP XI.
13. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI to its members without consideration.
14. Represents receipt of shares in the distribution in kind described in footnotes (5) and (9).
15. Shares held by BP XI SF.
16. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI SF to its members without consideration.

Remarks:

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Partners XI, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Partners XI Side Fund, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Investment Partners XI, LLC

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Ventures XI-A Side Fund, L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Ventures XI-A, L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Ventures XI-B Side Fund, L.P.

/s/ Christopher Schiavo, as
Attorney-in-Fact for Battery 03/23/2023
Ventures XI-B, L.P.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.