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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**Amplitude, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-3937349**  
(I.R.S. Employer  
Identification Number)

**201 Third Street, Suite 200**  
**San Francisco, California 94103**  
(Address of Principal Executive Offices) (Zip Code)

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**2021 Incentive Award Plan**  
**2021 Employee Stock Purchase Plan**  
(Full title of the plans)

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**Spenser Skates**  
**Chief Executive Officer**  
**Amplitude, Inc.**  
**201 Third Street, Suite 200**  
**San Francisco, California 94103**  
**(415) 231-2353**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

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*Copies to:*

**Tad J. Freese**  
**Kathleen M. Wells**  
**Richard Kim**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

**Elizabeth Fisher**  
**General Counsel**  
**Amplitude, Inc.**  
**201 Third Street, Suite 200**  
**San Francisco, California 94103**  
**(415) 231-2353**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Amplitude, Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s Class A Common Stock, par value \$0.00001 per share (the “Class A Common Stock”), that have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the Registrant’s 2021 Incentive Award Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “ESPP”), which provide that the total number of shares subject to such plans will be increased on the first day of each calendar year pursuant to a specified formula. The Registrant is hereby registering an additional (i) 5,709,979 shares of its Class A Common Stock issuable under the 2021 Plan and (ii) 1,141,995 shares of its Class A Common Stock issuable under the ESPP. These additional shares of Class A Common Stock are securities of the same class as other securities for which an original Registration Statement on Form S-8 relating to the same benefit plans was filed with the Securities and Exchange Commission (the “SEC”) on September 21, 2021 (File No. 333-259698) and a subsequent Registration Statement on Form S-8 was filed with the SEC on February 17, 2022 (File No. 333-262813).

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement to the extent not replaced hereby:

- (a) The contents of the Registrant’s earlier Registration Statements on Form S-8 relating to the 2021 Plan and the ESPP, previously filed with the SEC on [September 21, 2021](#) (File No. 333-259698) and [February 17, 2022](#) (File No. 333-262813);
- (b) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed with the SEC on February 16, 2023, which contains audited financial statements for the Registrant’s latest fiscal year;
- (c) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 from the Registrant’s Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 25, 2022;
- (d) The Registrant’s Current Report on [Form 8-K](#) filed with the SEC on February 15, 2023 (Item 5.02 only); and
- (e) The description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40817), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on September 17, 2021, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of Class A Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	<a href="#">Amended and Restated Certificate of Incorporation, as currently in effect.</a>	8-K	09/21/21	3.1	
4.2	<a href="#">Amended and Restated Bylaws, as currently in effect.</a>	8-K	09/21/21	3.2	
4.3	<a href="#">Specimen Stock Certificate evidencing the shares of Class A Common Stock.</a>	S-1	08/30/21	4.2	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>				X
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>				X
23.2	<a href="#">Consent of KPMG LLP, independent registered public accounting firm.</a>				X
24.1	<a href="#">Power of Attorney (included in the signature page to the Registration Statement).</a>				X
99.1#	<a href="#">2021 Incentive Award Plan.</a>	S-1	08/30/21	10.3(a)	
99.2#	<a href="#">Form Agreements under 2021 Incentive Award Plan.</a>	S-1	08/30/21	10.3(b)	
99.3#	<a href="#">2021 Employee Stock Purchase Plan.</a>	S-1	08/30/21	10.4	
107.1	<a href="#">Filing Fee Table.</a>				X

# Indicates management contract or compensatory plan.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 16th day of February, 2023.

### Amplitude, Inc.

By: /s/ Spenser Skates

Spenser Skates  
*Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Spenser Skates, Hoang Vuong, and Elizabeth Fisher, and each of them, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Spenser Skates</u> Spenser Skates	Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2023
<u>/s/ Hoang Vuong</u> Hoang Vuong	Chief Financial Officer (Principal Financial Officer)	February 16, 2023
<u>/s/ Ninos Sarkis</u> Ninos Sarkis	Chief Accounting Officer (Principal Accounting Officer)	February 16, 2023
<u>/s/ Ron Gill</u> Ron Gill	Director	February 16, 2023
<u>/s/ Pat Grady</u> Pat Grady	Director	February 16, 2023

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<u>/s/ Curtis Liu</u> Curtis Liu	Director	February 16, 2023
<u>/s/ Erica Schultz</u> Erica Schultz	Director	February 16, 2023
<u>/s/ Elisa Steele</u> Elisa Steele	Director	February 16, 2023
<u>/s/ Eric Vishria</u> Eric Vishria	Director	February 16, 2023
<u>/s/ James Whitehurst</u> James Whitehurst	Director	February 16, 2023
<u>/s/ Catherine Wong</u> Catherine Wong	Director	February 16, 2023

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 Menlo Park, California 94025  
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 www.lw.com

**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

February 16, 2023

Amplitude, Inc.  
 201 Third Street, Suite 200  
 San Francisco, California 94103

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Amplitude, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 6,851,974 shares of Class A Common Stock of the Company, par value \$0.00001 per share (the “*Shares*”), issuable under the Company’s 2021 Incentive Award Plan (the “*2021 Plan*”) and 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Securities Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 16, 2023 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the applicable Plan, assuming in each case that the individual issuances, grants or awards under the applicable Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

**LATHAM & WATKINS** LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Amplitude, Inc.:

We consent to the use of our report dated February 16, 2023, with respect to the consolidated financial statements of Amplitude, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California  
February 16, 2023



## Calculation of Filing Fee Table

Form S-8  
(Form Type)

## Amplitude, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.00001 par value per share, reserved for issuance pursuant to the Registrant's 2021 Incentive Award Plan	457(c) and 457(h)	5,709,979 <sup>(2)</sup>	\$14.94 <sup>(3)</sup>	\$85,307,087	\$110.20 per \$1,000,000	\$9,400.85
Equity	Class A Common Stock, \$0.00001 par value per share, reserved for issuance pursuant to the Registrant's 2021 Employee Stock Purchase Plan	457(c) and 457(h)	1,141,995 <sup>(4)</sup>	\$12.70 <sup>(5)</sup>	\$14,502,195	\$110.20 per \$1,000,000	\$1,598.15
<b>Total Offering Amounts</b>					\$99,809,282		\$10,999.00
<b>Total Fee Offsets<sup>(6)</sup></b>							N/A
<b>Net Fee Due</b>							\$10,999.00

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement ("Registration Statement") shall also cover any additional shares of the Registrant's Class A Common Stock ("Class A Common Stock") that become issuable under the Registrant's 2021 Incentive Award Plan ("2021 Plan") and the Registrant's 2021 Employee Stock Purchase Plan ("ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Class A Common Stock.
- (2) Represents the additional shares of Class A Common Stock available for issuance under the 2021 Plan resulting from an annual increase as of January 1, 2023.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2021 Plan are based on the average of the high and the low prices of Class A Common Stock as reported on the Nasdaq Capital Market on February 10, 2023.
- (4) Represents the additional shares of Class A Common Stock available for issuance under the ESPP resulting from an annual increase as of January 1, 2023.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act on the basis of the average of the high and the low prices of Class A Common Stock as reported on the Nasdaq Capital Market on February 10, 2023, multiplied by 85%. Pursuant to the ESPP, the purchase price of the shares of Class A Common Stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of Class A Common Stock on the first trading day of the offering period or on the exercise date.
- (6) The Registrant does not have any fee offsets.