

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Benchmark Capital Management Co. VIII, L.L.C.</u> (Last) (First) (Middle) C/O BENCHMARK CAPITAL PARTNERS 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/21/2021	3. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc. [AMPL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock	(1)	(1)	Class A Common Stock 15,264,298	0.00	I	See footnotes ⁽²⁾ (3)

1. Name and Address of Reporting Person*
Benchmark Capital Management Co. VIII, L.L.C.

 (Last) (First) (Middle)
 C/O BENCHMARK CAPITAL PARTNERS
 2965 WOODSIDE ROAD

 (Street)
 WOODSIDE CA 94062

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Benchmark Capital Partners VIII, L.P.

 (Last) (First) (Middle)
 C/O BENCHMARK CAPITAL PARTNERS
 2965 WOODSIDE ROAD

 (Street)
 WOODSIDE CA 94062

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Benchmark Founders' Fund VIII, L.P.		
(Last)	(First)	(Middle)
C/O BENCHMARK CAPITAL PARTNERS		
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Benchmark Founders' Fund VIII-B, L.P.		
(Last)	(First)	(Middle)
C/O BENCHMARK CAPITAL PARTNERS		
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

Explanation of Responses:

- The Class B Common Stock is convertible at any time at the option of the holder into the Issuer's Class A Common Stock on a one-to-one basis. The Class B Common Stock will convert automatically into shares of the Issuer's Class A Common Stock on a one-to-one basis upon the earlier of (a) any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions or (b) the date that is six months following the date on which none of the Issuer's founders is an employee or director of the Issuer (unless a founder has rejoined the Issuer during such six-month period).
- Shares are held directly by Benchmark Capital Partners VIII, L.P. ("BCP VIII") for itself and as nominee for Benchmark Founders' Fund VIII, L.P. ("BFF VIII"), Benchmark Founders' Fund VIII-B, L.P. ("BFF VIII-B"), Benchmark Capital Management Co. VIII, L.L.C. ("BCMC VIII"), the general partner of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and dispositive power over the securities.
- Eric Vishria, a member of the Issuer's board of directors, Matthew R. Cohler, Peter H. Fenton, J. William Gurley, An-Yen Hu, Mitchell H. Lasky, Chetan Puttagunta, Steven M. Spurlock and Sarah E. Tavel are the managing members of BCMC VIII, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.

Remarks:

Exhibit 24.1 - Power of Attorney This report is one of three reports, each on a separate Form 3, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

[/s/An-Yen Hu, as
Managing Member of
Benchmark Capital
Management Co. VIII,
L.L.C.](#) [09/21/2021](#)

[/s/ An-Yen Hu, as
Managing Member of
Benchmark Capital
Management Co. VIII,
L.L.C., the General Partner
of Benchmark Capital
Partners VIII, L.P.](#) [09/21/2021](#)

[/s/ An-Yen Hu, as
Managing Member of
Benchmark Capital
Management Co. VIII,
L.L.C., the General Partner
of Benchmark Founders'
Fund VIII, L.P.](#) [09/21/2021](#)

[/s/ An-Yen Hu, as
Managing Member of
Benchmark Capital
Management Co. VIII,
L.L.C., the General Partner
of Benchmark Founders'
Fund VIII-B, L.P.](#) [09/21/2021](#)

** 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 5 (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.

BENCHMARK

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each entity listed on Schedule A attached hereto (each a "Granting Entity," and collectively the "Granting Entities") and each person listed on Schedule B attached hereto (each, a "Granting Equity Holder" and collectively, the "Granting Equity Holders"), hereby constitutes and appoints AN-YEN E. HU its true and lawful attorney-in-fact (the "Attorney-in-Fact") to act for and on behalf of such person in its own capacity and in its capacity as a manager, member, general partner or similar control person ("Control Person") of any other Granting Entity to:

- a. execute contracts, agreements, instruments, certificates and documents that arise in the ordinary course of business on behalf of such person in its own capacity and in its capacity as a Control Person in accordance with and subject to the provisions of the relevant governing documents of such person and applicable law, including, but not limited to, stock powers, stock purchase agreements, voting agreements, co-sale agreements, investor rights agreements, management rights agreements, proxies, ballots, indemnification agreements, waivers, stockholder written consents or amendments or modifications to any of the foregoing, and documents related to opening and maintaining bank and brokerage accounts;
- b. execute, individually or jointly with any other reporting persons, any and all reports, notices, communications and other documents (including, but not limited to, reports or filings on Form ADV, Form D, Schedule 13D, Schedule 13G, Form 13-F, Form 13H, Form 3, Form 4, Form 5 and any applicable registration statements) that such Granting Entity or Granting Equity Holder may be required to file with any foreign or domestic regulatory authority, including, but not limited to, the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940 or the Investment Advisers Act of 1940, each as amended and with the implementing rules and regulations thereto (collectively, the "Reports") with respect to such person's (i) status as an officer, member or director of, or (ii) ownership of, or transactions in, securities of, any entity whose securities are beneficially owned (directly or indirectly) by such person;
- c. do and perform any and all acts for and on behalf of such Granting Entity or Granting Equity Holder that may be necessary or desirable to complete and execute any such Reports and timely file such forms, reports, notices and schedules with the United States Securities and Exchange Commission and any stock exchange or other domestic or foreign authority; and
- d. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such Granting Entity or Granting Equity Holder, it being understood that the documents executed by such attorney-in-fact on behalf of such person, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

Each Granting Entity and Granting Equity Holder hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such person might or could do if personally present, with full power of revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each Granting Entity and Granting Equity Holder acknowledges that no such attorney-in-fact, in serving in such capacity at the request of such person, is hereby assuming, nor is any other Granting Entity or Granting Equity Holder hereby assuming, any of such person's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934 or otherwise.

One or more additional Granting Entities or Granting Equity Holders may become a party to this Power of Attorney after the date hereof without the consent of any of the other parties hereto by executing a counterpart to this Power of Attorney. Schedule A and Schedule B shall be amended from time to time

by the attorney-in-fact to reflect the addition or removal of any Granting Entity or Granting Equity Holder.

This Power of Attorney shall remain in full force and effect with respect to a Granting Entity or a Granting Equity Holder until the delivery by such Granting Entity or Granting Equity Holder to the Attorney-in-Fact at his last known business address of a written revocation, in whole or in part, of this Power of Attorney.

[Remainder of page left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of July 13, 2020.

GRANTING ENTITIES

BENCHMARK CAPITAL MANAGEMENT CO. VIII, L.L.C.

By: /s/ Steven M. Spurlock

Name: Steven M. Spurlock
Title: Managing Member

BENCHMARK CAPITAL PARTNERS VIII, L.P.

By: Benchmark Capital Management Co. VIII, L.L.C.,
its general partner

By: /s/ Steven M. Spurlock

Name: Steven M. Spurlock
Title: Managing Member

BENCHMARK FOUNDERS' FUND VIII, L.P.

By: Benchmark Capital Management Co. VIII, L.L.C.,
its general partner

By: /s/ Steven M. Spurlock

Name: Steven M. Spurlock
Title: Managing Member

BENCHMARK FOUNDERS' FUND VIII-B, L.P.

By: Benchmark Capital Management Co. VIII, L.L.C.,
its general partner

By: /s/ Steven M. Spurlock

Name: Steven M. Spurlock
Title: Managing Member

GRANTING EQUITY HOLDERS

By: /s/ Matthew R. Cohler

Matthew R. Cohler

By: /s/ Peter H. Fenton

Peter H. Fenton

By: /s/ J. William Gurley

J. William Gurley

By: /s/ Mitchell H. Lasky

Mitchell H. Lasky

By: /s/ Chetan Puttagunta

Chetan Puttagunta

By: /s/ Steven M. Spurlock

Steven M. Spurlock

By: /s/ Sarah E. Tavel

Sarah E. Tavel

By: /s/ Eric H. Vishria

Eric H. Vishria

SCHEDULE A

GRANTING ENTITIES

BENCHMARK CAPITAL MANAGEMENT CO. VIII, L.L.C.

BENCHMARK CAPITAL PARTNERS VIII, L.P.

BENCHMARK FOUNDERS' FUND VIII, L.P.

BENCHMARK FOUNDERS' FUND VIII-B, L.P.

SCHEDULE B

GRANTING EQUITY HOLDERS

Matthew R. Cohler

Peter H. Fenton

J. William Gurley

Mitchell H. Lasky

Chetan Puttagunta

Steven M. Spurlock

Sarah E. Tavel

Eric H. Vishria