

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Vuong Hoang</u> _____ (Last) (First) (Middle) <u>C/O AMPLITUDE, INC.</u> <u>201 THIRD ST., SUITE 200</u> _____ (Street) <u>SAN FRANCISCO CA 94103</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/12/2021		M		100,000	A	\$2.26	123,999	D	
Class A Common Stock	11/12/2021		S		74,313	D	\$73.2399 ⁽¹⁾	49,686	D	
Class A Common Stock	11/12/2021		S		25,687	D	\$74.1852 ⁽²⁾	23,999	D	
Class A Common Stock	11/12/2021		J ⁽³⁾		372	A	\$0.00	372	I	Trust ⁽⁴⁾
Class A Common Stock	11/15/2021		M		7,373	A	\$2.26	31,372	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.26	11/12/2021		M			100,000	(5)	06/04/2029	Class A Common Stock	100,000	\$0.00	1,088,009	D	
Stock Option (Right to Buy)	\$2.26	11/15/2021		M			7,373	(5)	06/04/2029	Class A Common Stock	7,373	\$0.00	66,367	D	

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$73.00 to \$73.985. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$74.02 to \$74.485. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Pro rata distribution from an investment fund of which the Reporting Person is a limited partner.
- Securities held by a trust over which the Reporting Person exercises voting and dispositive control.
- The option is early exercisable. 1/48th of the shares subject to the option vest on each monthly anniversary measured from April 29, 2019 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested on the fourth anniversary of the Vesting Commencement Date.

Remarks:

/s/ Hoang Vuong 11/16/2021
 ** 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 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.