

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

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

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>Agrawal Neeraj</u>			2. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc. [ AMPL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O AMPLITUDE, INC. 201 THIRD ST., SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94103								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/21/2021		C		73,373	A	\$0.00 <sup>(1)</sup>	73,373	I	See footnotes <sup>(2)</sup> (9)(10)
Class A Common Stock	09/21/2021		C		1,583,176	A	\$0.00 <sup>(1)</sup>	1,583,176	I	See footnotes <sup>(3)</sup> (9)(10)
Class A Common Stock	09/21/2021		C		1,644,822	A	\$0.00 <sup>(1)</sup>	1,644,822	I	See footnotes <sup>(4)</sup> (9)(10)
Class A Common Stock	09/21/2021		C		418,310	A	\$0.00 <sup>(1)</sup>	418,310	I	See footnotes <sup>(5)</sup> (9)(10)
Class A Common Stock	09/21/2021		C		356,664	A	\$0.00 <sup>(1)</sup>	356,664	I	See footnotes <sup>(6)</sup> (9)(10)

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	Amount or Number of Shares				
Class B Common Stock	(1)	09/21/2021		C			73,373	(1)	(1)	Class A Common Stock	73,373	\$0.00	171,206	I	See footnotes <sup>(2)(9)(10)</sup>
Class B Common Stock	(1)	09/21/2021		C			1,583,176	(1)	(1)	Class A Common Stock	1,583,176	\$0.00	3,694,078	I	See footnotes <sup>(3)(9)(10)</sup>
Class B Common Stock	(1)	09/21/2021		C			1,644,822	(1)	(1)	Class A Common Stock	1,644,822	\$0.00	3,837,919	I	See footnotes <sup>(4)(9)(10)</sup>
Class B Common Stock	(1)	09/21/2021		C			418,310	(1)	(1)	Class A Common Stock	418,310	\$0.00	976,058	I	See footnotes <sup>(5)(9)(10)</sup>
Class B Common Stock	(1)	09/21/2021		C			356,664	(1)	(1)	Class A Common Stock	356,664	\$0.00	832,219	I	See footnotes <sup>(6)(9)(10)</sup>
Class B Common Stock <sup>(12)</sup>	(1)	09/21/2021		C			13,639,163	(1)	(1)	Class A Common Stock	13,639,163	\$0.00	13,984,637	I	See footnotes <sup>(2)(3)(4)(5)(6)(7)(8)(9)(10)</sup>
Series F Preferred Stock	(11)	06/02/2021		p <sup>(13)</sup>			28,107	(11)	(11)	Class B Common Stock <sup>(12)</sup>	28,107	\$32.0199	28,107	I	See footnotes <sup>(7)(9)(10)</sup>
Series F Preferred Stock	(11)	06/02/2021		p <sup>(13)</sup>			284,198	(11)	(11)	Class B Common Stock <sup>(12)</sup>	284,198	\$32.0199	284,198	I	See footnotes <sup>(8)(9)(10)</sup>
Class B Common Stock <sup>(12)</sup>	(1)	06/28/2021		p <sup>(13)(14)</sup>			1,955	(1)	(1)	Class A Common Stock	1,955	\$21	30,062	I	See footnotes <sup>(7)(9)(10)</sup>
Class B Common Stock <sup>(12)</sup>	(1)	06/28/2021		p <sup>(13)(14)</sup>			5,651	(1)	(1)	Class A Common Stock	5,651	\$23.18	35,713	I	See footnotes <sup>(7)(9)(10)</sup>
Class B Common Stock <sup>(12)</sup>	(1)	06/28/2021		p <sup>(13)(14)</sup>			57,134	(1)	(1)	Class A Common Stock	57,134	\$23.18	341,332	I	See footnotes <sup>(8)(9)(10)</sup>
Class B Common Stock <sup>(12)</sup>	(1)	06/28/2021		p <sup>(13)(14)</sup>			19,767	(1)	(1)	Class A Common Stock	19,767	\$21	361,099	I	See footnotes <sup>(8)(9)(10)</sup>
Series A Preferred Stock	(11)	09/21/2021		C <sup>(13)</sup>			16,156	(11)	(11)	Class B Common Stock	16,156	\$0.00	0	I	See footnotes <sup>(2)(3)(4)(5)(6)(9)(10)</sup>
Series B Preferred Stock	(11)	09/21/2021		C <sup>(13)</sup>			10,818,608	(11)	(11)	Class B Common Stock	10,818,608	\$0.00	0	I	See footnotes <sup>(2)(3)(4)(5)(6)(9)(10)</sup>
Series C Preferred Stock	(11)	09/21/2021		C <sup>(13)</sup>			1,063,192	(11)	(11)	Class B Common Stock	1,063,192	\$0.00	0	I	See footnotes <sup>(2)(3)(4)(5)(6)(9)(10)</sup>
Series D Preferred Stock	(11)	09/21/2021		C <sup>(13)</sup>			1,167,118	(11)	(11)	Class B Common Stock	1,167,118	\$0.00	0	I	See footnotes <sup>(2)(3)(4)(5)(6)(9)(10)</sup>

