

OMB APPROVAL	
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**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>Battery Management Corp.</u>  (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100  (Street) BOSTON MA 02210  (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) 09/21/2021	
	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

**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	09/21/2021		C		73,373	A	\$0.00 <sup>(1)</sup>	73,373	I	See footnote <sup>(2)</sup>	
Class A Common Stock	09/21/2021		C		1,583,176	A	\$0.00 <sup>(1)</sup>	1,583,176	I	See footnote <sup>(3)</sup>	
Class A Common Stock	09/21/2021		C		1,644,822	A	\$0.00 <sup>(1)</sup>	1,644,822	I	See footnote <sup>(4)</sup>	
Class A Common Stock	09/21/2021		C		418,310	A	\$0.00 <sup>(1)</sup>	418,310	I	See footnote <sup>(5)</sup>	
Class A Common Stock	09/21/2021		C		356,664	A	\$0.00 <sup>(1)</sup>	356,664	I	See footnote <sup>(6)</sup>	

**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
Class B Common Stock	(1)	09/21/2021		C		73,373		(7)	(7)	Class A Common Stock	73,373	\$0.00 <sup>(7)</sup>	171,206	I	See footnote <sup>(2)</sup>
Class B Common Stock	(1)	09/21/2021		C		1,583,176		(7)	(7)	Class A Common Stock	1,583,176	\$0.00 <sup>(7)</sup>	3,694,078	I	See footnote <sup>(3)</sup>
Class B Common Stock	(1)	09/21/2021		C		1,644,822		(7)	(7)	Class A Common Stock	1,644,822	\$0.00 <sup>(7)</sup>	3,837,919	I	See footnote <sup>(4)</sup>
Class B Common Stock	(1)	09/21/2021		C		418,310		(7)	(7)	Class A Common Stock	418,310	\$0.00 <sup>(7)</sup>	976,058	I	See footnote <sup>(5)</sup>
Class B Common Stock	(1)	09/21/2021		C		356,664		(7)	(7)	Class A Common Stock	356,664	\$0.00 <sup>(7)</sup>	832,219	I	See footnote <sup>(6)</sup>
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	35,713		35,713	I	See footnote <sup>(8)</sup>
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	361,099		361,099	I	See footnote <sup>(9)</sup>

1. Name and Address of Reporting Person* <u>Battery Management Corp.</u>  (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100  (Street) BOSTON MA 02210  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[BROWN MICHAEL MAURICE](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Feldman Jesse](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FLEISCHER RUSSELL L](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lee Roger H](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Parnafes Itzik](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stoner Chelsea R.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Thakker Dharmesh](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">TOBIN SCOTT R</a>		
(Last)	(First)	(Middle)
<a href="#">ONE MARINA PARK DRIVE, SUITE 1100</a>		
(Street)		
<a href="#">BOSTON</a>	<a href="#">MA</a>	<a href="#">02210</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

- These shares of Class B common stock were converted on a one-for-one basis into Class A common stock.
- Shares held by Battery Investment Partners XI, LLC ("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's investment adviser is Battery Management Corp. Neeraj Agrawal, Michael Brown, Jesse Feldman, Russell Fleischer, Roger Lee, Itzik Parnafes, Chelsea Stoner, Dharmesh Thakker, and Scott Tobin (collectively the "BP XI Managing Members") are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BIP XI. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- Shares held by Battery Ventures XI-A, L.P. ("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's investment adviser is Battery Management Corp. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-A. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- Shares held by Battery Ventures XI-A Side Fund, L.P. ("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's investment adviser is Battery Management Corp. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-A SF. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- Shares held by Battery Ventures XI-B, L.P. ("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's investment adviser is Battery Management Corp. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-B. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- Shares held by Battery Ventures XI-B Side Fund, L.P. ("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's investment adviser is Battery Management Corp. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-B SF. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- 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 held by Battery Investment Partners Select Fund I, L.P. ("BIP Select I"). Battery Partners Select Fund I GP, LLC ("BP Select I GP") is the general partner of BIP Select I and may be deemed to beneficially own the shares held by BP Select I. BP Select I GP's investment adviser is Battery Management Corp. The BP XI Managing Members and Morad Elhafed (collectively, the "BP Select Managing Members") are the managing members of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BIP Select I. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
- Shares held by Battery Ventures Select Fund I, L.P. ("BV Select I"). Battery Partners Select Fund I, L.P. ("BP Select I") is the general partner of BV Select I, BP Select I GP is the general partner of BP Select I and may be deemed to beneficially own the shares held by BV Select I. BP Select I GP's investment adviser is Battery Management Corp. The BP Select Managing Members are the managing members of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BV Select I. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of his, her or 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.

**Remarks:**

2 of 2: The number of joint filers exceeds the EDGAR maximum of 10 joint filers per Form. This Form 4 is being filed in conjunction with a Form 4 being filed by Battery Partners XI, LLC and other filing persons.

[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Management Corp.](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Michael M. Brown](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Jesse Feldman](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Russell L. Fleischer](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Roger H. Lee](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Itzik Parnafes](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Chelsea Stoner](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Dharmesh Thakker](#) 09/23/2021

[/s/ Christopher Schiavo, as Attorney-in-Fact for Scott R. Tobin](#) 09/23/2021

\*\* 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.