

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Battery Management Corp.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>ONE MARINA PARK DRIVE, SUITE 1100</u></p> <hr/> <p>(Street)</p> <p><u>BOSTON MA 02210</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Amplitude, Inc. [ AMPL ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/11/2021</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	11/11/2021		J <sup>(1)</sup>		27,000	D	\$0.00	46,373	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/11/2021		J <sup>(3)</sup>		582,572	D	\$0.00	1,000,604	I	See footnote <sup>(4)</sup>
Class A Common Stock	11/11/2021		J <sup>(5)</sup>		605,256	D	\$0.00	1,039,566	I	See footnote <sup>(6)</sup>
Class A Common Stock	11/11/2021		J <sup>(7)</sup>		153,928	D	\$0.00	264,382	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/11/2021		J <sup>(9)</sup>		131,244	D	\$0.00	225,420	I	See footnote <sup>(10)</sup>
Class A Common Stock	11/11/2021		J <sup>(11)</sup>		151,049	A	\$0.00	151,049	I	See footnote <sup>(12)</sup>
Class A Common Stock	11/11/2021		J <sup>(13)</sup>		151,049	D	\$0.00	0	I	See footnote <sup>(12)</sup>
Class A Common Stock	11/11/2021		J <sup>(14)</sup>		151,049	A	\$0.00	151,049	I	See footnote <sup>(15)</sup>
Class A Common Stock	11/11/2021		J <sup>(16)</sup>		151,049	D	\$0.00	0	I	See footnote <sup>(15)</sup>
Class A Common Stock	11/11/2021		J <sup>(17)</sup>		25,546	A	\$0.00	25,546	D <sup>(18)</sup>	
Class A Common Stock	11/11/2021		J <sup>(17)</sup>		8,742	A	\$0.00	8,742	I	See footnote <sup>(19)</sup>
Class A Common Stock	11/12/2021		S		25,546	D	\$73.35 <sup>(20)</sup>	0	D <sup>(18)</sup>	
Class A Common Stock	11/12/2021		S		8,742	D	\$73.35 <sup>(20)</sup>	0	I	See footnote <sup>(19)</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		Date Exercisable	Expiration Date					
<p>1. Name and Address of Reporting Person*</p> <p><u>Battery Management Corp.</u></p>													

(Last) (First) (Middle)  
**ONE MARINA PARK DRIVE, SUITE 1100**

(Street)  
**BOSTON MA 02210**

(City) (State) (Zip)

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\*

**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\*

TOBIN SCOTT R

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)  
BOSTON MA 02210

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Investment Partners XI, LLC to its members without additional consideration.
2. 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, 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.
3. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A, L.P. to its general partner and limited partners without additional consideration.
4. 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.
5. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A Side Fund, L.P. to its general partner and limited partners without additional consideration.
6. 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.
7. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B, L.P. to its general partner and limited partners without additional consideration.
8. 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.
9. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B Side Fund, L.P. to its general partner and limited partners without additional consideration.
10. 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.
11. Represents receipt of shares in the distribution in kind described in footnotes (1), (3) and (7).
12. Shares held by BP XI. 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. 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.
13. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI to its members without consideration.
14. Represents receipt of shares in the distribution in kind described in footnotes (5) and (9).
15. Shares held by BP XI 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. 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.
16. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI SF to its members without consideration.
17. Represents receipt of shares in the distribution in kind described in footnotes (13) and (16).
18. Shares are held by Michael M. Brown
19. Shares are held by The Michael M. Brown Irrevocable GST Trust of 2013 (the "Trust"), of which the Reporting Person's spouse is the trustee. Michael M. Brown disclaims beneficial ownership of the shares held by the Trust except to the extent of his proportionate pecuniary interest therein.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.31 to \$73.36 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**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. 11/15/2021

/s/ Christopher Schiavo, as  
Attorney-in-Fact for Michael  
M. Brown 11/15/2021

/s/ Christopher Schiavo, as  
Attorney-in-Fact for Jesse  
Feldman 11/15/2021

/s/ Christopher Schiavo, as  
Attorney-in-Fact for Russell  
L. Fleischer 11/15/2021

/s/ Christopher Schiavo, as  
Attorney-in-Fact for Roger H.  
Lee 11/15/2021

/s/ Christopher Schiavo, as  
Attorney-in-Fact for Chelsea  
Stoner 11/15/2021

[/s/ Christopher Schiavo, as  
Attorney-in-Fact for  
Dharmesh Thakker](#) [11/15/2021](#)

[/s/ Christopher Schiavo, as  
Attorney-in-Fact for Scott R.  
Tobin](#) [11/15/2021](#)

\*\* 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.**