

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 23, 2021**

**Amplitude, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40817**  
(Commission  
File Number)

**45-3937349**  
(IRS Employer  
Identification Number)

**201 Third Street, Suite 200  
San Francisco, California 94103**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (650) 988-5131**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class A Common Stock, \$0.00001 par value per share</b>	<b>AMPL</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On September 23, 2021, Amplitude, Inc. issued a press release announcing the number of outstanding shares of its Class A Common Stock and Class B Common Stock. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated September 23, 2021, issued by Amplitude, Inc.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMPLITUDE, INC.**

Date: September 23, 2021

By: /s/ Hoang Vuong  
Hoang Vuong  
Chief Financial Officer

**Amplitude Expects to Begin Trading on the Nasdaq Capital Market on September 28, 2021**  
*Company Also Announces Update Regarding Conversion of Shares of Class B Common Stock  
to Shares of Class A Common Stock*

**SAN FRANCISCO, September 23, 2021** — Amplitude, Inc., a pioneer in digital optimization, today announced that, as of September 22, 2021, there were 44.2 million shares of Class A common stock outstanding and 58.5 million shares of Class B common stock outstanding (of which 0.4 million shares of Class A common stock and 1.1 million shares of Class B common stock were subject to future vesting conditions). Only shares of Class A common stock will be listed for trading on the Nasdaq Capital Market. Amplitude will provide another update regarding the conversion of shares of Class B common stock to shares of Class A common stock prior to the expected commencement of trading of Class A common stock on Nasdaq on September 28, 2021. Each outstanding share of Class B common stock is convertible, at any time, at the option of the holder, into one share of Class A common stock.

Amplitude also announced that, as of September 22, 2021, it had a fully diluted capitalization of 129.5 million shares of common stock. Excluding shares that are issuable with respect to outstanding options and restricted stock units that have been granted but have not yet vested or satisfied the service-based vesting condition per their terms, the fully diluted share count is 114.0 million. Both measures are calculated on a treasury stock method basis with respect to all common and preferred shares assuming a hypothetical per-share price of \$32.02, the price of the Company's series F preferred stock offering. This measure also does not include shares of Class A common stock reserved for future issuance pursuant to future grants under Amplitude's 2021 Incentive Award Plan and Employee Stock Purchase Plan.

Amplitude has filed a registration statement on Form S-1 with the U.S. Securities and Exchange Commission that registers for resale shares of Class A common stock and that was declared effective on September 21, 2021. A copy of the prospectus related to the registration statement may be obtained by visiting the SEC website, by visiting Amplitude's website at [investors.amplitude.com](http://investors.amplitude.com) or by emailing Amplitude's investor relations department at [ir@amplitude.com](mailto:ir@amplitude.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but are not limited to, statements regarding the date on which Amplitude's Class A common stock will be available for trading on the Nasdaq Capital Market. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," and "would," or the negative version of those words or phrases or other comparable words or phrases of a future or forward-looking nature.

These forward-looking statements are not statements of historical fact, and are based on current expectations, estimates, and projections about the Company's industry as well as certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond the Company's control. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including risks and uncertainties related to: whether or not Amplitude will consummate the proposed direct listing, prevailing market conditions, investor demand for shares of Amplitude's Class A common stock, and the impact of general economic, industry or regulatory conditions in the United States or internationally. Further information on risks that could affect Amplitude's business and the proposed direct listing are included in Amplitude's filings with the SEC including the Form S-1, as amended, filed on September 13, 2021. The forward-looking statements made in this press release relate only to events as of the date on which the statements are made. Amplitude undertakes no obligation to update any forward-looking statements made in this press release to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events, except as required by law.

### **About Amplitude**

Amplitude is a pioneer in digital optimization. It has more than 1,200 paying customers, including 26 of the Fortune 100.

### **Contacts**

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