

OMB APPROVAL	
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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).

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

1. Name and Address of Reporting Person* <u>Grady Patrick W</u> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK CA 94025 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2023	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	06/08/2023		A		17,206 ⁽¹⁾	A	\$0	27,149	D	
Class A Common Stock								2,225,077	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽²⁾⁽³⁾
Class A Common Stock								242,788	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽²⁾⁽³⁾
Class A Common Stock								95,885	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽²⁾⁽³⁾
Class A Common Stock								235,201	I	Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. ⁽²⁾⁽³⁾

**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					

Explanation of Responses:

1. Represents restricted stock units ("RSUs") that were granted pursuant to the Issuer's Non-Employee Director Compensation Program. Each RSU represents a right to receive one share of Class A Common Stock. The RSUs will vest in full on the earlier of (i) June 8, 2024 or (ii) immediately before the Issuer's 2024 annual meeting of stockholders, subject to the reporting person's continued service on the Board through such vesting date.
2. The Reporting Person is a director and stockholder of SC US (TTGP), Ltd. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Growth VIII Management, L.P. ("GFVIII Management"), which is the general partner of Sequoia Capital U.S. Growth Fund VIII, L.P. (GFVIII), (ii) the general partner of SC U.S. Venture 2010 Management, L.P. ("USV2010 Management"), which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (USV 2010-Seed), and (iii) the general partner of SC U.S. Growth IX Management, L.P. ("GFIX Management"), which is the general partner of Sequoia Capital U.S. Growth Fund IX, L.P., Sequoia Capital U.S. Growth Partners Fund IX, L.P., and Sequoia Capital U.S. Growth IX Principals Fund, L.P. (collectively "the GFIX Funds").
3. (Continued from Footnote 2) The Reporting Person disclaims beneficial ownership of the shares held by GFVIII, USV 2010-Seed, and the GFIX Funds except to the extent of his 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 or for any other purposes.

/s/ Jung Yeon Son, Attorney- 06/12/2023
in-Fact

** 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.