

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Benchmark Capital Management Co. VIII, L.L.C.</u>  (Last) (First) (Middle) 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (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) 11/30/2022	
		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	11/30/2022		c <sup>(1)</sup>		1,526,430	A	\$0	1,526,430	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/30/2022		j <sup>(3)</sup>		1,526,430	D	\$0	0	I	See footnote <sup>(2)</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	(4)	11/30/2022		C		1,526,430		(4)	(4)	Class A Common Stock	1,526,430	\$0	6,211,438	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Benchmark Capital Management Co. VIII, L.L.C.  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 (Street)  
 WOODSIDE CA 94062  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Benchmark Capital Partners VIII, L.P.  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 (Street)  
 WOODSIDE CA 94062  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Benchmark Founders' Fund VIII, L.P.  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 (Street)  
 WOODSIDE CA 94062  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>*</sup>		
<u>Benchmark Founders' Fund VIII-B, L.P.</u>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

**Explanation of Responses:**

- Conversion of a derivative security in accordance of its terms.
- Shares are held directly by Benchmark Capital Partners VIII, L.P. ("BCP VIII") for itself and as nominee for Benchmark Founders' Fund VIII, L.P. ("BFF VIII") and Benchmark Founders' Fund VIII-B, L.P. ("BFF VIII-B"). Benchmark Capital Management Co. VIII, L.L.C. ("BCMC VIII"), the general partner of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and dispositive power over the securities. Eric Vishria, a member of the Issuer's board of directors, Matthew R. Cohler, Peter H. Fenton, J. William Gurley, An-Yen Hu, Mitchell H. Lasky, Chetan Puttagunta and Sarah E. Tavel are the managing members of BCMC VIII, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- Represents a pro-rata, in-kind distribution by BCP VIII and its affiliated funds, not for additional consideration, to its partners, including BCMC VIII and its respective members and assignees.
- 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).

<u>/s/ An-Yen Hu, as Managing Member of Benchmark Capital Management Co. VIII, L.L.C.</u>	<u>12/02/2022</u>
<u>/s/ An-Yen Hu, as Managing Member of Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Capital Partners VIII, L.P.</u>	<u>12/02/2022</u>
<u>/s/ An-Yen Hu, as Managing Member of Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Founders' Fund VIII, L.P.</u>	<u>12/02/2022</u>
<u>/s/ An-Yen Hu, as Managing Member of Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Founders' Fund VIII-B, L.P.</u>	<u>12/02/2022</u>
** 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.