FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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>Grady Patrick W</u>						2. Issuer Name and Ticker or Trading Symbol Amplitude, Inc. [ AMPL ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    Director   10% Owner						
(Last)	ast) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/11/2024									_	er (give title					
2800 SA	ND HILL I	ROAD, SUITE	101	4. If <i>I</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Chec Line)				Check A	pplicable		
Street) MENLO PARK CA 94025					Form filed by One Reporting Person  Form filed by More than One Reporting Person															
(City) (State) (Zip)				Rul	le 10	)b5-	1(c)	Tran	sac	tion Indi	catio	n								
											saction was ma ons of Rule 10					uction or wri	tten plan th	at is inter	nded to	
		Tabl	e I - No	n-Deriva	tive S	Secu	rities	Acq	uired	, Dis	posed of,	or B	enef	iciall	y Own	ed				
I. Title of Security (Instr. 3)  2. Transacti Date (Month/Day)				/Year) Exec		Deemed ecution Date, ny onth/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a 5)				and Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect In irect B 4) C	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) o (D)	Pri	ice	Reporte Transac (Instr. 3	tion(s)		("	nstr. 4)	
Class A C	Common St	ock		06/11/2	.024				A		18,894(1)	A		\$ <mark>0</mark>	46	,043	D			
Class A C	Common St	ock													2,22	5,077	I	U C F	equoia Capital J.S. Growth Cund IX, J.P. <sup>(2)(3)</sup>	
Class A Common Stock														242	2,788	I	U U I I F	equoia Capital J.S. Growth X Trincipals Cund,P.(2)(3)		
Class A Common Stock										95,885		I	U U F F	equoia Capital J.S. Growth Cartners Cund IX, D.P. <sup>(2)(3)</sup>						
Class A Common Stock													235,201		I	U V 2 S	dequoia Capital J.S. Venture 010- deed Cund, J.P. <sup>(2)(3)</sup>			
		Ta	able II -								osed of, o				Owned	d				
. Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	) if any		4. Transa Code ( 8)	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		_	Exerc	cisable and	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Prio Derive Secur (Instr.	Price of erivative ecurity 1str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	Ow For Dire or I	nership m: ect (D) ndirect Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	and 5	(D)	Date Exercis	sable	Expiration Date	Title	Amou or Numb of Share	er						

- 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 11, 2025 or (ii) immediately before the Issuer's 2025 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, Attorneyin-Fact 06/13/2024

\*\* 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.