

OMB APPROVAL	
OMB Number:	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).

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>Thakker Dharmesh</u> <hr/> (Last) (First) (Middle) <u>ONE MARINA PARK DRIVE, SUITE 1100</u> <hr/> (Street) <u>BOSTON MA 02210</u> <hr/> (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) <u>07/05/2023</u>	
	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	07/05/2023		s		63,515	D	\$10.84 ⁽¹⁾	0 ⁽²⁾	I	By Trust ⁽³⁾
Class A Common Stock								154,579	I	By Battery Investment Partners XI, LLC ⁽⁴⁾
Class A Common Stock								3,335,348	I	By Battery Ventures XI-A, L.P. ⁽⁵⁾
Class A Common Stock								881,274	I	By Battery Ventures XI-B, L.P. ⁽⁶⁾
Class A Common Stock								3,465,221	I	By Battery Ventures XI-A Side Fund, L.P. ⁽⁷⁾
Class A Common Stock								751,403	I	By Battery Ventures XI-B Side Fund, L.P. ⁽⁸⁾
Class A Common Stock								35,713	I	By Battery Investment Partners Select Fund I, L.P. ⁽⁹⁾
Class A Common Stock								361,099	I	By Battery Ventures Select Fund I, L.P. ⁽¹⁰⁾

**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:

- The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$10.77 to \$10.98 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 securities sold at each separate price within the range set forth in this footnote.
- The securities held by the Reporting Person prior to the transaction reported herein reflect the receipt of securities pursuant to pro rata distributions in kind, effected by each of Battery Partners XI, LLC ("BP XI"), Battery Partners XI Side Fund, LLC ("BP XI SF") and Battery Investment Partners XI, LLC ("BIP XI") to its members for no additional consideration, including the Reporting Person. The receipt of such securities by the Reporting Person constituted a change in form of ownership and, therefore, was not required to be reported pursuant to Section 16.
- Securities are held by the STAM Family Revocable Living Trust UAD 3/19/13, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.
- Securities are held by BIP XI. BP XI is the managing member of BIP XI. The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are held by Battery Ventures XI-A, L.P. ("BV XI-A"). BP XI is the general partner of BV XI-A. The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are held by Battery Ventures XI-B, L.P. ("BV XI-B"). BP XI is the general partner of BV XI-B. The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are held by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF"). BP XI SF is the general partner of BV XI-A SF. The Reporting Person is a managing member of BP XI SF and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are 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. The Reporting Person is a managing member of BP XI SF and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are held by Battery Investment Partners Select Fund I, L.P. ("BIP Select I"). The sole general partner of BIP Select I is Battery Partners Select Fund I GP, LLC ("BP Select I GP"). The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.
- Securities are held by Battery Ventures Select Fund I, L.P. ("BV Select I"). The sole general partner of BV Select I is Battery Partners Select Fund I, L.P. ("BP Select I"). The general partner of BP Select I is BP Select I GP. The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over these securities. The Reporting Person disclaims beneficial ownership of these securities 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 of for any other purpose.

Remarks:

/s/ Christopher Schiavo, as
 Attorney-in-Fact for
 Dharmesh Thakker

07/07/2023

** 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.