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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 5)\***

**Amplitude, Inc.**

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**(Name of Issuer)**

**Class A Common Stock, par value \$0.00001 per share**

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**(Title of Class of Securities)**

**03213A104**

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**(CUSIP Number)**

**Roelof Botha  
2800 Sand Hill Road, Suite 101  
Menlo Park, CA, 94025  
(650) 854-3927**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**02/20/2025**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No. 03213A104**

Name of reporting person

1

SEQUOIA CAPITAL GLOBAL GROWTH FUND III - ENDURANCE PARTNERS, L.P. ("SC GGF III")

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

2,554,932.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

2,554,932.00

Aggregate amount beneficially owned by each reporting person

11 2,554,932.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 2.6 %

Type of Reporting Person (See Instructions)

14 PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

Name of reporting person

1 SEQUOIA CAPITAL U.S. GROWTH FUND VIII, L.P. ("SEQUOIA CAPITAL U.S. GROWTH FUND VIII")  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 CAYMAN ISLANDS

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	4,869,459.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	4,869,459.00
	Aggregate amount beneficially owned by each reporting person
11	4,869,459.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	4.8 %
	Type of Reporting Person (See Instructions)
14	PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

1	Name of reporting person
	SEQUOIA CAPITAL U.S. VENTURE 2010 -SEED FUND, L.P. ("USV 2010 -SEED")
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	235,201.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	235,201.00
11	Aggregate amount beneficially owned by each reporting person

235,201.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.2 %

Type of Reporting Person (See Instructions)

14

PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

Name of reporting person

1

SEQUOIA CAPITAL U.S. GROWTH FUND IX, L.P. ("SEQUOIA CAPITAL U.S. GROWTH FUND IX")

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

2,225,077.00

Owned by

Each

Sole Dispositive Power

Reporting 9

0.00

Person

With:

Shared Dispositive Power

10

2,225,077.00

Aggregate amount beneficially owned by each reporting person

11

2,225,077.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

2.3 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 03213A104

Name of reporting person

1 SEQUOIA CAPITAL U.S. GROWTH PARTNERS FUND IX, L.P. ("SEQUOIA CAPITAL U.S. GROWTH PARTNERS FUND IX")

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only

Source of funds (See Instructions)

4 OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7 0.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by 95,885.00

Each

Sole Dispositive Power

Reporting Person 9

0.00

With:

Shared Dispositive Power

10

95,885.00

Aggregate amount beneficially owned by each reporting person

11 95,885.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 0.1 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

CUSIP No. 03213A104

Name of reporting person

1 SEQUOIA CAPITAL U.S. GROWTH IX PRINCIPALS FUND, L.P. ("SEQUOIA CAPITAL U.S. GROWTH IX PRINCIPALS FUND")

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

242,788.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

242,788.00

Aggregate amount beneficially owned by each reporting person

11 242,788.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 0.3 %

Type of Reporting Person (See Instructions)

14 PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

Name of reporting person

1 SCGGF III -ENDURANCE PARTNERS MANAGEMENT, L.P. ("SCGGF III-ENDURANCE PARTNERS  
MANAGEMENT")

Check the appropriate box if a member of a Group (See Instructions)

2  (a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	0.00	
		Shared Voting Power
	8	
	2,554,932.00	
		Sole Dispositive Power
	9	
	0.00	
		Shared Dispositive Power
	10	
	2,554,932.00	
		Aggregate amount beneficially owned by each reporting person
11	2,554,932.00	
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	<input type="checkbox"/>	
		Percent of class represented by amount in Row (11)
13	2.6 %	
14		Type of Reporting Person (See Instructions)
		PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

1	Name of reporting person	
	SC U.S. GROWTH VIII MANAGEMENT, L.P. ("SC U.S. GROWTH VIII MANAGEMENT")	
	Check the appropriate box if a member of a Group (See Instructions)	
2	<input type="checkbox"/> (a)	
	<input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions)	
	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or place of organization	
	CAYMAN ISLANDS	
	Sole Voting Power	
7	0.00	
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power
	4,869,459.00	
		Sole Dispositive Power
	9	
	0.00	
		Shared Dispositive Power
	10	
	4,869,459.00	
11		Aggregate amount beneficially owned by each reporting person

4,869,459.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.8 %

Type of Reporting Person (See Instructions)

14

PN

## SCHEDULE 13D

**CUSIP No.** 03213A104

Name of reporting person

1

SC U.S. VENTURE 2010 MANAGEMENT, L.P. ("USV 2010 MANAGEMENT")

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by

8

235,201.00

Each  
Reporting  
Person

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

235,201.00

Aggregate amount beneficially owned by each reporting person

11

235,201.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.2 %

Type of Reporting Person (See Instructions)

14

PN

## SCHEDULE 13D

CUSIP No. 03213A104

1 Name of reporting person  
SC U.S. GROWTH IX MANAGEMENT, L.P. ("SC U.S. GROWTH IX MANAGEMENT")  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 CAYMAN ISLANDS  
Sole Voting Power

7 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
8 Shared Voting Power  
2,563,750.00  
9 Sole Dispositive Power  
0.00  
10 Shared Dispositive Power  
2,563,750.00

11 Aggregate amount beneficially owned by each reporting person  
2,563,750.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 2.7 %  
Type of Reporting Person (See Instructions)

14 PN

## SCHEDULE 13D

CUSIP No. 03213A104

1 Name of reporting person  
SC US (TTGP), LTD. ("SC US (TTGP)")

2 Check the appropriate box if a member of a Group (See Instructions)

(a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 CAYMAN ISLANDS

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 0.00 Shared Voting Power

9 10,223,342.00 Sole Dispositive Power

10 0.00 Shared Dispositive Power

11 10,223,342.00  
Aggregate amount beneficially owned by each reporting person

12 10,223,342.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

13 9.9 %

14 Type of Reporting Person (See Instructions)

OO

## SCHEDULE 13D

**CUSIP No.** 03213A104

1 Name of reporting person  
DOUGLAS LEONE ("DL")  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	2,554,932.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	2,554,932.00
	Aggregate amount beneficially owned by each reporting person
11	2,554,932.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	2.6 %
	Type of Reporting Person (See Instructions)
14	IN

## SCHEDULE 13D

**CUSIP No.** 03213A104

1	Name of reporting person
	ROELOF BOTHA ("RB")
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	2,554,932.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	2,554,932.00
11	Aggregate amount beneficially owned by each reporting person

2,554,932.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

2.6 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

- (a) Class A Common Stock, par value \$0.00001 per share

Name of Issuer:

- (b) Amplitude, Inc.

Address of Issuer's Principal Executive Offices:

- (c) 201 Third Street, Suite 200, San Francisco, CALIFORNIA , 94103.

**Item 1 Comment:** Except as set forth in this Amendment No. 5, the initial Schedule 13D filed on March 7, 2022, as amended by Amendment No. 1 thereto on May 2, 2022, Amendment No. 2 thereto on August 10, 2022, Amendment No. 3 thereto on February 22, 2023 and Amendment No. 4 thereto filed on November 14, 2023 (collectively, the "Original 13D") remains in effect, and capitalized terms used herein but not defined herein have such respective meanings, as defined in such Original 13D. The information set forth in response to the Item below shall be deemed to be a response to all Items where such information is relevant. The information set forth in the Exhibits to the Original 13D is expressly incorporated herein by reference and the response to each Item of this Statement is qualified in its entirety by the provisions of such Exhibits. This Amendment No. 5 is being filed solely due to a change in the aggregate number of securities of the Issuer outstanding.

### Item 5. Interest in Securities of the Issuer

- (a) The aggregate number of Class A Common Stock and Class B Common Stock and the percentage of total outstanding Class A Common Stock beneficially owned by the Reporting Persons is set forth below. References to percentage ownerships of Class A Common Stock in this Statement are based upon the 96,317,761 shares of Class A Common Stock stated to be outstanding as of February 13, 2025, as reported in the Company's 10-K filed with the Securities and Exchange Commission on February 20, 2025. The Reporting Persons may be deemed to beneficially own an aggregate of 2,798,951 shares of Class A Common Stock and 7,424,391 shares of Class B Common Stock, which constitutes approximately 9.9% of the Company's Class A Common Stock, calculated in accordance with Rule 13d-3 under the Act. The filing of this Statement shall not be construed as an admission that a Reporting Person beneficially owns those shares held by any other Reporting Person. SC GGF III beneficially owns 2,554,932 shares of Class B Common Stock, which represents approximately 2.6% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. RB and DL are the managing members of SC GGF III. RB and DL disclaim beneficial ownerships of all such shares except to the extent of their individual pecuniary interest therein. Sequoia Capital U.S. Growth Fund VIII beneficially owns 4,869,459 shares of Class B Common Stock, which represents approximately 4.8% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. USV 2010-SEED beneficially owns 235,201 shares of Class A Common Stock, which represents approximately 0.2% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. Sequoia Capital U.S. Growth Fund IX beneficially owns 2,225,077 shares of Class A Common Stock, which represents approximately 2.3% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. Sequoia Capital U.S. Growth Partners Fund IX beneficially owns 95,885 shares of Class A Common Stock, which represents approximately 0.1% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. Sequoia Capital U.S. Growth IX Principals Fund beneficially owns 242,788 shares of Class A Common Stock, which represents approximately 0.3% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. SC GGF III Management, as the general partner of SC GGF III, may be deemed to beneficially own an aggregate of 2,554,932 shares of Class B Common Stock, which represents approximately 2.6% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. SC U.S. Growth VIII Management, as the general partner of Sequoia Capital U.S. Growth Fund VIII, may be deemed to beneficially own an aggregate of 4,869,459 shares of Class B Common Stock, which represents approximately 4.8% of the outstanding Class A Common Stock calculated in

accordance with the requirements of Rule 13d-3 under the Act. USV 2010 Management, as the general partner of USV 2010-SEED, may be deemed to beneficially own an aggregate of 235,201 shares of Class A Common Stock, which represents approximately 0.2% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. SC U.S. Growth IX Management, as the general partner of each of Sequoia Capital U.S. Growth Fund IX, Sequoia Capital U.S. Growth Partners Fund IX and Sequoia Capital U.S. Growth IX Principals Fund, may be deemed to beneficially own an aggregate of 2,563,750 shares of Class A Common Stock, which represents approximately 2.7% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. SC US (TTGP), as the general partner of each of SC GGF III Management, SC U.S. Growth VIII Management, USV 2010 Management and SC U.S. Growth IX Management, may be deemed to beneficially own an aggregate of an aggregate of 2,798,951 shares of Class A Common Stock and 7,424,391 shares of Class B Common Stock, which represents approximately 9.9% of the outstanding Class A Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Act. By virtue of the relationship described herein, the Reporting Persons may be deemed to constitute a "group" for purposes of Rule 13(d)(3) of the Act. Each Reporting Person expressly disclaims beneficial ownership of any securities reported herein except to the extent such Reporting Person actually exercises voting or dispositive power with respect to such securities.

- (b) The number of Class A Common Stock and Class B Common Stock as to which each of the Reporting Persons has sole or shared power to vote, direct the vote, dispose or direct the disposition are as set forth in rows seven through ten of the cover pages hereof. The information set forth in Item 2 is hereby incorporated by reference into this Item 5(b).
- (c) Except as described in Item 3 above and in this Item 5(c), the Reporting Persons have not effected any transactions in the Class A Common Stock and Class B Common Stock during the past 60 days.
- (d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock beneficially owned by the Reporting Persons.
- (e) Not applicable.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SEQUOIA CAPITAL GLOBAL GROWTH FUND III -  
ENDURANCE PARTNERS, L.P. ("SC GGF III")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SEQUOIA CAPITAL U.S. GROWTH FUND VIII, L.P.  
("SEQUOIA CAPITAL U.S. GROWTH FUND VIII")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SEQUOIA CAPITAL U.S. VENTURE 2010 -SEED FUND,  
L.P. ("USV 2010 -SEED")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SEQUOIA CAPITAL U.S. GROWTH FUND IX, L.P.  
("SEQUOIA CAPITAL U.S. GROWTH FUND IX")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SEQUOIA CAPITAL U.S. GROWTH PARTNERS FUND IX,  
L.P. ("SEQUOIA CAPITAL U.S. GROWTH PARTNERS  
FUND IX")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SEQUOIA CAPITAL U.S. GROWTH IX PRINCIPALS  
FUND, L.P. ("SEQUOIA CAPITAL U.S. GROWTH IX  
PRINCIPALS FUND")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SCGGF III -ENDURANCE PARTNERS MANAGEMENT,  
L.P. ("SCGGF III-ENDURANCE PARTNERS  
MANAGEMENT")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SC U.S. GROWTH VIII MANAGEMENT, L.P. ("SC U.S.  
GROWTH VIII MANAGEMENT")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SC U.S. VENTURE 2010 MANAGEMENT, L.P. ("USV 2010  
MANAGEMENT")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SC U.S. GROWTH IX MANAGEMENT, L.P. ("SC U.S.  
GROWTH IX MANAGEMENT")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

SC US (TTGP), LTD. ("SC US (TTGP)")

Signature: Roelof Botha  
Name/Title: Roelof Botha, Director  
Date: 02/25/2025

DOUGLAS LEONE ("DL")

Signature: Douglas Leone  
Name/Title: Douglas Leone  
Date: 02/25/2025

ROELOF BOTHA ("RB")

Signature: Roelof Botha  
Name/Title: Roelof Botha  
Date: 02/25/2025