UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**

Commission File Number 001-40817

AMPLITUDE, INC.
(Exact name of Registrant as specified in its Charter)

Delaware	**45-3937349**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
201 Third Street, Suite 200	
San Francisco, California	**94103**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (415) 231-2353

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.00001 par value per share	AMPL	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☒ NO ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES ☐ NO ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of Class A common stock on the Nasdaq Capital Market on June 30, 2025, was approximately $1,214.9 million.

As of February 13, 2026, there were 104,143,565 shares of the registrant's Class A common stock and 29,583,125 shares of the registrant's Class B common stock, each with a $0.00001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the registrant's 2026 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2025, are incorporated by reference in Part III of this Annual Report on Form 10-K.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this Annual Report on Form 10-K may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential," or "continue," or the negative of these terms or other similar expressions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to statements about:

- our expectations regarding our revenue, expenses, and other operating results;
- our ability to acquire new customers;
- our ability to increase usage of our AI Analytics Platform and upsell and cross-sell additional products;
- our ability to achieve or sustain profitability;
- future investments in our business, our anticipated capital expenditures, and our estimates regarding our capital requirements;
- the costs and success of our sales and marketing efforts, including our ability to grow and maintain our channel partners, and our ability to promote our brand;
- the effects of public health crises and other global events, such as the war in Ukraine and the conflicts in the Middle East, on our business and the global economy generally;
- our reliance on key personnel and our ability to identify, recruit, and retain skilled personnel;
- our ability to drive growth by incorporating artificial intelligence and machine learning solutions into our platform;
- our ability to effectively manage our growth, including any international expansion;
- our ability to protect our intellectual property rights and any costs associated therewith;
- our ability to compete effectively with existing competitors and new market entrants; and
- the expenses associated with being a public company.

We caution you that the foregoing list does not contain all of the forward-looking statements made in this Annual Report on Form 10-K.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations, estimates, forecasts, and projections about future events and trends that we believe may affect our business, results of operations, financial condition, and prospects. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Annual Report on Form 10-K, we cannot guarantee that the future results, levels of activity, performance, events, and circumstances reflected in the forward-looking statements will be achieved or occur at all. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors discussed in Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K as well as other documents that may be filed by us from time to time with the Securities and Exchange Commission. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report on Form 10-K. The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made available. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Annual Report on Form 10-K, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely upon these statements.

You should read this Annual Report on Form 10-K and the documents that we reference in this Annual Report on Form 10-K and have filed as exhibits to this Annual Report on Form 10-K, completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of the forward-looking statements in this Annual Report on Form 10-K by these cautionary statements.

SUMMARY OF RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K. The following is a summary of principal risks and uncertainties that could materially adversely affect our business, financial condition, and results of operations. This summary should be read in conjunction with the "Risk Factors" section and should not be relied upon as an exhaustive summary of the material risks and uncertainties facing our business.

- We have a limited operating history and have been growing rapidly over the last several years, which makes it difficult to forecast our future results of operations and increases the risk of your investment.
- We have a history of losses. As our costs increase, we may not be able to generate sufficient revenue to achieve and sustain profitability.
- Our business depends on our existing customers renewing their subscriptions and purchasing additional subscriptions from us as well as attracting new customers. Any decline in our customer retention or expansion of our commercial relationships with existing customers or an inability to attract new customers would materially adversely affect our business, financial condition, and results of operations.
- We expect fluctuations in our financial results and key metrics, making it difficult to project future results. If we fail to meet the expectations of securities analysts or investors with respect to our results of operations, the trading price of our Class A common stock could decline.
- We expect to continue to focus on sales to larger enterprise organizations and may become more dependent on those relationships, which may increase the variability of our sales cycle and our results of operations.
- We recognize revenue over the term of our customer contracts. Consequently, downturns or upturns in new sales may not be immediately reflected in our results of operations and may be difficult to discern.
- Unfavorable conditions in our industry or the global economy, or reductions in software spending, could limit our ability to grow our business and materially adversely affect our business, financial condition, and results of operations.
- If the market for SaaS applications develops more slowly than we expect or declines, our business would be materially adversely affected.
- Our intellectual property rights may not protect our business or provide us with a competitive advantage, which could have a material adverse effect on our business, financial condition, and results of operations.
- Our development and use of machine learning and generative artificial intelligence technologies (collectively, "AI Technologies") within our AI Analytics Platform may not achieve their intended benefits and may expose us to technical, legal, and regulatory risks, which could have a material adverse effect on our business, financial condition, and results of operations.
- We are subject to government regulation, including import, export control, economic sanctions, and trade sanctions, and anti-corruption laws and regulations, which may expose us to liability and increase our costs.
- Complying with evolving privacy and other data-related laws, as well as contractual and other requirements, may be expensive and force us to make adverse changes to our business, and the failure or perceived failure to comply with such laws, contracts, and other requirements could result in adverse reputational and brand damage and significant fines and liability or otherwise materially adversely affect our business and growth prospects.
- The trading price of our Class A common stock has been, and in the future, may be, volatile, and could decline significantly and rapidly.
- Our principal stockholders have the ability to influence the outcome of director elections and other matters requiring stockholder approval.

- The dual class structure of our common stock has the effect of concentrating voting control with our existing stockholders, executive officers, and directors and their affiliates, which limits your ability to influence the outcome of important transactions and to influence corporate governance matters, such as electing directors, and to approve material mergers, acquisitions, or other business combination transactions that may not be aligned with your interests.

PART I

Item 1. Business

Overview

Founded in 2012, Amplitude is driving the evolution of AI analytics as part of our mission to help companies build better products and digital experiences.

We believe we were the first company to recognize that traditional analytics tools were built for websites and marketing campaigns, not for understanding how people engage with digital products. That's why we built an AI Analytics Platform designed specifically to analyze behavioral data and provide real-time, actionable insights that drive business outcomes.

Today, our platform goes far beyond standalone analytics. It unifies Analytics, Session Replay, Feature Experimentation, Web Experimentation, Audience Activation, Guides and Surveys, AI Agents, Amplitude Model Context Protocol ("MCP"), AI Visibility, AI Feedback and Automated Insights, allowing teams to seamlessly move from data to insights to actions—all in one place.

The platform is more than a collection of independent products. They all work better together, creating a powerful feedback loop where each component enhances the others. This integrated approach helps businesses to not just track and measure user behavior, but actively improve engagement, retention, and monetization.

As digital transformation continues to accelerate, the market opportunity ahead remains massive. Companies face increasing challenges in understanding their users, making data-driven decisions, and delivering personalized, high-impact experiences. Businesses are shifting from traditional acquisition-focused marketing to product-led growth ("PLG") strategies, and also understanding their existing customers is more important than ever.

This shift has brought AI analytics to the fore as a key component of the modern data stack, integrating product, marketing, and experience analytics into a single, holistic category. As a first mover in this space, we believe Amplitude is well-positioned to lead the category as it grows.

We generate revenue primarily through subscription-based pricing, offering flexible plans that scale with our customers. We reach customers through a combination of direct sales, solution partners, and product-led growth, ensuring that businesses of all sizes can adopt and expand their use of Amplitude.

As of December 31, 2025, we had 4,797 paying customers, including 27 of the Fortune 100, demonstrating both strong adoption and the significant opportunity that remains. Our land-and-expand model enables us to grow alongside our customers, increasing usage across teams, use cases, and digital properties.

With a trusted, scalable, and deeply integrated platform, Amplitude is redefining how companies leverage data to drive customer engagement, business growth, and digital innovation—cementing our position as the leader in AI analytics.

Industry Trends

Amplitude was founded in 2012 to help companies build better products and digital experiences. The founders had seen first hand how important it was to make data-driven decisions in product development—but also how difficult it was to get that right.

The problem was the dearth of tools that could provide actionable data and insights into how users interacted with digital products. At the time, traditional analytics tools were designed for surface-level metrics like web traffic and marketing performance—but fell short in understanding and being able to act on user behavior within digital products or websites.

This gap inspired Amplitude to create an AI Analytics Platform purpose-built to analyze complex user behaviors and enable product teams to take action and make better decisions based on that data. The platform was designed to provide high-quality data, share real-time insights, facilitate faster experimentation and engage users with personalized experiences.

Fast forward to today, it's clear that AI products are not optional—they are central to business survival. The proliferation of mobile and cloud technologies has lowered barriers to entry, enabling new players to disrupt established markets.

As a result, we are seeing the convergence of product, web and marketing, and AI experience analytics into what both Gartner and Forrester call the 'AI analytics' category—itself a pivotal element of modern data platforms as businesses centralize and streamline their data stacks.

At the same time, the digital economy continues to grow exponentially, broadening the competitive focus from acquiring new customers to retaining and engaging existing ones. Companies are increasingly turning to innovative digital strategies to navigate this landscape, with data-driven insights becoming essential to maintaining relevance and driving growth.

The Convergence of Marketing and Product

The lines between product and marketing goals and objectives are blurring as businesses shift toward a product-led growth model. Traditionally, these teams operated separately—marketing focused on driving awareness and acquisition, while product teams worked on improving in-app experiences. Today, success is measured by shared goals like user engagement, retention, and lifetime value—bringing these teams closer together than ever before.

At the same time, privacy regulations and restrictions on third-party data are making it harder for companies to rely on traditional advertising and external targeting. This has forced a shift towards first-party data strategies and retention-driven approaches—where a deep understanding of existing users is more important than ever.

These overall shifts in the landscape demand analytics solutions that provide a company with a single, trusted source of truth about how users interact with their products. Amplitude helps bridge the goals of product and marketing by providing real-time, actionable insights that enable teams to collaborate, experiment, and optimize user experiences, campaigns and products.

Reinventing Digital Product Development

The approach to building digital products is also undergoing a profound transformation. Intuition is being replaced by data-driven strategies that leverage in-product behavioral data to inform decisions. We are seeing modern digital product teams increasingly embrace a customer-centric data-driven approach that:

1. **Harnesses Behavioral Data:** The increasing time consumers spend with digital products has resulted in an explosion of rich behavioral data, enabling businesses to analyze user actions at unprecedented levels of detail.
2. **Delivers Personalization at Scale:** As consumer expectations for tailored experiences rise, we are seeing a gradual increase in companies using product data and AI to create adaptive and personalized user-centric solutions.
3. **Democratizes Data Access:** Centralized data teams traditionally controlled analytics, creating bottlenecks and reducing agility. By enabling access to insights across functions—product management, marketing, engineering, and beyond—companies can foster faster, collaborative decision-making processes.

AI Analytics: The Engine of Transformation

As digital transformation progresses, analytics has become indispensable for understanding and optimizing digital investments.

By uncovering bottlenecks in user journeys and identifying features that resonate, organizations can iterate more effectively, improving both product innovation and customer satisfaction. We believe those that embrace AI analytics as part of their transformation strategies will gain competitive advantages, which will help them to adapt to market shifts and increase the value of their digital investments.

That said, despite significant investments in analytics tools, traditional systems often struggle to specifically address product data. Key challenges include:

1. **Complexity of Digital Products:** Unlike simpler, linear marketing funnels, user journeys within digital products involve thousands of unique events and interactions.
2. **Massive Scale:** The combination of high user volumes and engagement rates generates vast datasets, creating challenges for real-time analysis and actionable insights.
3. **Fragmented Ecosystems:** Legacy systems—ranging from web analytics to sentiment-based tools—struggle to meet the demands of modern digital products. These solutions often lack the flexibility, depth, and real-time capabilities needed to analyze behavioral data holistically and effectively.

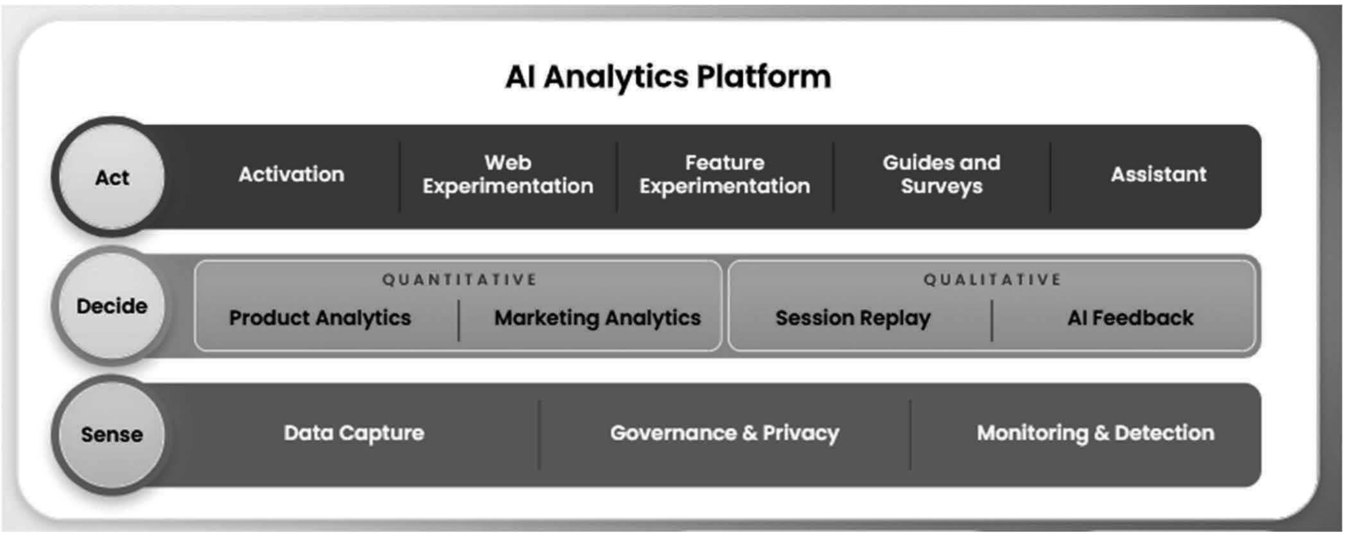
Against this backdrop, we believe the evolution of the AI analytics market will be driven by several trends:

- **Continued Proliferation of Data Silos:** Data will continue to be siloed and fragmented across organizations, making it difficult for teams to parse through and understand it all. This will drive the need for solutions that can aggregate and unify this data—giving teams a clear understanding and a single source of truth.
- **Increased Consolidation and Centralization:** Businesses are consolidating analytics and adjacent functions—such as session replay, digital adoption, activation, and experimentation tools—into unified ecosystems.
- **AI and Automation:** Advances in generative and agentic AI and machine learning are enabling more sophisticated personalization and accelerated workflows, helping companies anticipate user needs and deliver just-in-time experiences.

- **Rising Demand for Agility:** Organizations are prioritizing tools that empower cross-functional teams to access and act on insights in real-time, fostering a culture of continuous improvement and innovation.
- **Product-Led Growth ("PLG"):** Businesses are increasingly shifting towards a PLG strategy, where product adoption and customer expansion are driven by seamless, self-serve experiences. By allowing users to experience value early and independently, we believe PLG will help accelerate acquisition, reduce friction in onboarding, and drive organic growth.

By integrating behavioral data, personalization, and democratized insights, AI Analytics Platforms are redefining how organizations understand and engage their users. As businesses continue to invest in digital transformation, analytics will play an increasingly critical role in shaping strategies and delivering growth. We believe Amplitude's focus on in-product behavioral data and real-time capabilities makes us well-positioned to lead this evolution.

Our Platform



Our vision is to live in a world where technology never leaves you frustrated. If we're successful, technology will work exactly as it is supposed to. It will feel like it is designed just for you. That's a tall order. It almost feels unachievable. But that's the point.

On a day-to-day basis, our mission is to help companies build better products and digital experiences. To make that possible, we believe we have built the industry's first unified AI Analytics Platform—a deeply integrated system where each product builds off of the next.

Our platform brings together Analytics, Session Replay, Feature Experimentation, Web Experimentation, Audience Activation, Guides and Surveys, AI Agent, Amplitude MCP, AI Visibility, AI Feedback and Automated Insights. It is fully self-service, and is designed to enable and activate everyone in an organization to own and drive growth.

The platform works in concert to help organizations understand what features and experiences users love, where they're getting stuck, and what keeps them coming back. And we get to the heart of what users are thinking and doing and why. This provides teams with the tools they need to improve experiences and grow their business.

Behind the power of our platform is our bespoke Behavioral Graph—one of the largest repositories of user behavior data in the world. Purpose-built for complex, interactive behavioral queries, the Graph scales to look at every individual action taken in a digital product or experience, and identifies combinations of actions that lead to a desired outcome. It then processes that data to help teams understand what actions to take to improve experiences.

The Amplitude AI Analytics Platform delivers:

- **Trusted Data:** Amplitude streamlines data management, helps ensure data privacy, security, accuracy, and quality, and governs access to ensure that teams have access to data they trust.
- **Clearer Insights:** Amplitude gets to the heart of what is driving behavior—the analysis that matters, not just surface-level metrics. Whether it's a product manager or seasoned analyst, we lead them to ask the right questions, answer them in the moment, and help them understand what customers are doing—so they can choose what to do next.

- **Faster Actions:** Amplitude creates the collaboration critical to efficient growth. We unite product, marketing, data, and engineering teams around a shared understanding of the customer journey so they can uncover insights, target cohorts, build experiments, launch guides, and survey users—all from a single platform.

Our platform is comprised of several primary offerings, all of which complement each other and work better together:

- **Amplitude Analytics:** As mentioned, Amplitude Analytics is the cornerstone of the platform and provides real-time insights into user behavior. It combines advanced quantitative metrics with qualitative tools like funnel analysis and cohort tracking to help businesses understand what's driving engagement, conversion, and retention.
- **Amplitude Session Replay:** A critical tool for understanding user behavior, Amplitude Session Replay complements Amplitude Analytics and offers a qualitative perspective by reconstructing user journeys. Teams can see exactly how users interact with products, identify friction points, and develop targeted solutions. They then use these insights to get a better understanding of why users are doing what they are doing.
- **Amplitude Feature Experimentation:** By leveraging behavioral data and Amplitude's powerful cohort capabilities, Amplitude Feature Experimentation enables product, data, and engineering teams to build world-class experiments. Enterprise-ready feature management is built in, so teams can build faster, test impact, and ship new features with confidence.
- **Amplitude Web Experimentation:** This product makes it easy for product managers, marketers, and growth leaders to A/B test and personalize web experiences. With visual editing and point-and-click interaction, Amplitude Web Experimentation reduces the need for engineering support and accelerates testing.
- **Amplitude Activation:** Formerly known as the Amplitude Customer Data Platform ("CDP"), Amplitude Activation unifies data across multiple sources, creating a single, enriched dataset that fuels analytics and personalization. Amplitude Activation resolves identity conflicts, streamlines data integration, and facilitates that organizations can easily personalize and activate campaigns and experiences to segments of users in a few simple clicks.
- **Amplitude Guides and Surveys:** Launched in February 2025 just four months after our acquisition of Command AI, this new product helps companies to deploy in-product guides, tours, and surveys using the power of behavioral insights to fuel great results. In this way, users get the help they need to drive them further along in their journey. Other companies have tried to do this —but the results have been suboptimal because they do not have the context needed to make them useful. With Amplitude Guides and Surveys, we are making the most of our platform to help customers take a more-personalized approach.
- **Amplitude AI Agents:** Launched in June 2025, these new agents turn Amplitude into a team of specialized experts that help you accomplish specific goals, such as better checkout conversion or faster feature adoption. With AI Agents, Amplitude is leading the shift toward self-improving products, transforming how teams build, deploy, and optimize digital experiences.
- **Amplitude MCP:** Launched in October 2025, the Amplitude MCP server enables teams to analyze product data, experiments, and user behavior using conversational AI. Query your Amplitude analytics, dashboards, experiments, and feature flags directly through AI interfaces using natural language.
- **Amplitude AI Visibility:** Launched in October 2025, AI Visibility is a new capability that gives marketers unprecedented insight into how their brand shows up in AI search results, accompanied by recommendations on how to improve it based on a company's actual data.
- **Amplitude AI Feedback:** Launched in November 2025, AI Feedback is the industry's first customer feedback engine with a proprietary large language models ("LLM") process that automatically turns raw input into prioritized, actionable insights. Pairing AI Feedback with Amplitude's Analytics, Session Replay, and Guides and Surveys allows companies to instantly surface customer input, understand what matters most, and take action within the Amplitude platform. AI Feedback was developed following Amplitude's July acquisition of Kraftful, Inc. ("Kraftful"), a fast-growing AI company, to accelerate AI product strategy.
- **Amplitude Automated Insights:** Launched in December 2025, Amplitude's Automated Insights can replicate an expert's standard analysis process in a fraction of the time. It executes various chained tool calls, thinking like an analyst would. It searches charts and reports to investigate experiments, campaigns, and product releases. It incorporates business context to connect dots across relevant sources into a clear, data-backed story.

When used together, Analytics, Session Replay, Feature Experimentation, Web Experimentation, Audience Activation, Guides and Surveys, AI Agents, Amplitude MCP, AI Visibility, AI Feedback, and Automated Insights create a powerful feedback loop that helps businesses understand their users, optimize experiences, and take action quickly—all in one place.

Amplitude Made Easy

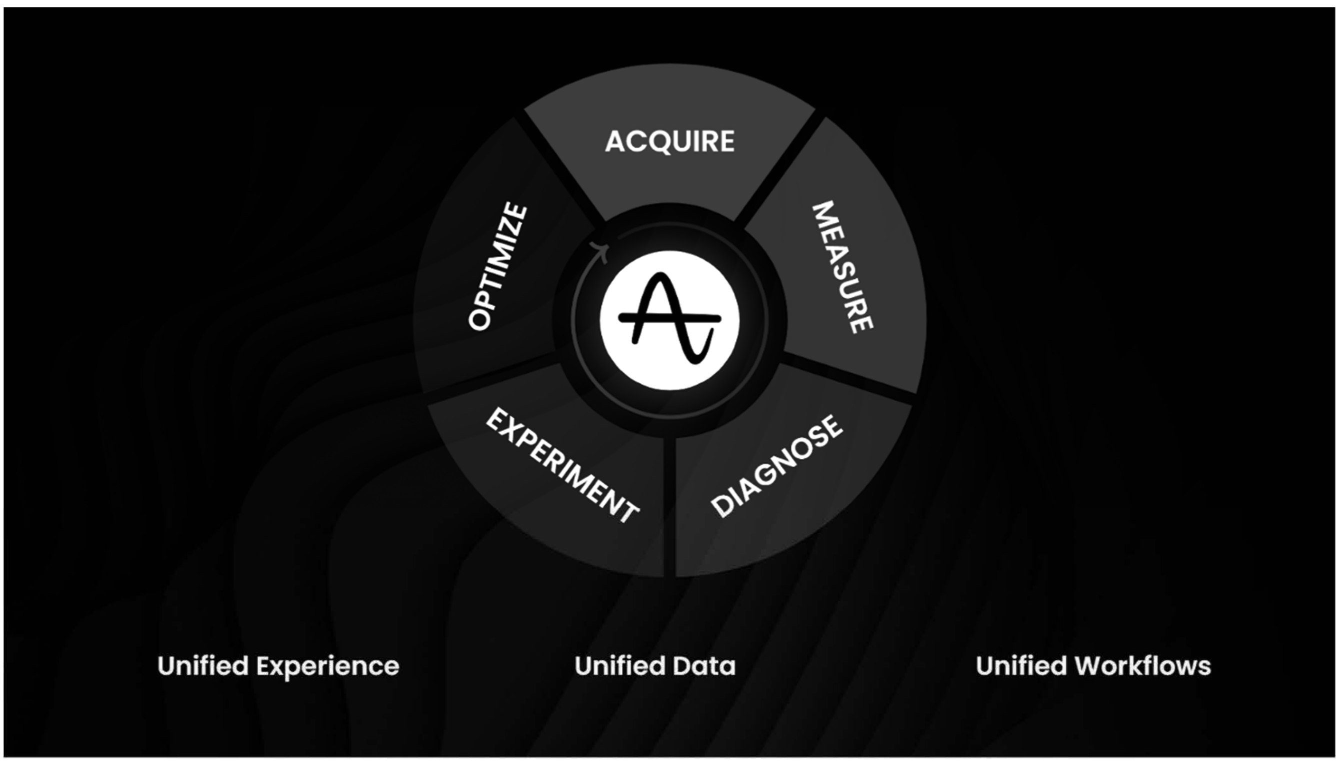
We do recognize that getting started with AI analytics can be tough. Companies often need engineers to set up data pipelines and instrument events. Teams need to know what to query, how to set up cohorts, and what to measure. And people often don't know how to analyze the data or translate it into actions. In Fall 2024, Amplitude helped to change all of that.

With a host of new capabilities, including Auto-Capture (which allows organizations to start capturing every user click and swipe with a single line of code), and a revamped user experience, Amplitude Made Easy removes the heavy lifting so teams can get started, get insights, and get to value faster. With Amplitude Made Easy, teams can leverage out-of-the-box insights and an AI-powered query engine to get answers. And they can rely on best practices, templates, and dedicated user hubs to support their entire experience.

Scaling through Integrations

Lastly, our platform is designed to scale with businesses, supporting massive data volumes and complex user journeys. With support for more than 100 different data sources and destinations, Amplitude integrates seamlessly with tools like Salesforce, Slack, Braze, Snowflake, and cloud providers. As a natural extension of any technology ecosystem, Amplitude enables teams to collaborate effortlessly and drive unified decision making.

Key Benefits to Customers



Amplitude's AI Analytics Platform is more than a collection of independent products—it's a strategic enabler for the digital-first future. By combining advanced analytics, intuitive interfaces, and a customer-first approach, Amplitude helps businesses to unlock innovation, foster collaboration, and achieve transformative growth.

- **Make Confident, Data-Driven Decisions:** Amplitude empowers teams to answer critical questions about customer behavior, helping product investments to be informed by data rather than guesswork. Our platform provides detailed insights into how users engage with digital products, revealing opportunities to optimize experiences and remove friction. By analyzing user journeys, identifying conversion drivers, and spotting pain points, customers can confidently make the right product bets. This data-driven approach is designed to accelerate innovation, reduce risk, and increase return on investment.
- **Accelerate Time-to-Insight and Innovation:** In today's competitive landscape, speed is critical. Amplitude equips organizations with real-time analytics to rapidly identify opportunities and adapt strategies. Teams can quickly test hypotheses, measure the impact of changes, and iterate on product designs to address challenges before they escalate. This

rapid experimentation capability helps businesses to stay ahead of market trends, deliver better experiences, and respond dynamically to customer needs.

- **Take Action to Improve the Product Experience:** We don't just help companies understand their customers. We empower them to create better digital experiences. Whether you need to test the impact of a new feature with a cohort of users, personalize your website to drive better conversion, create a product tour to improve your onboarding experience, or add an in-product survey to gather qualitative feedback, Amplitude helps teams take data-based actions quickly.
- **Foster Cross-Functional Collaboration:** By eliminating data silos, our platform creates a shared understanding of customer behavior across teams. Out-of-the-box dashboards and customizable analytics reports bring product, marketing, engineering, and executive teams together. This shared visibility fosters alignment, enables individuals to work toward the same goals, and encourages data-driven collaboration.
- **Unlock the Potential of Customer Data:** As the volume and complexity of data grow, organizations face increasing challenges in managing and deriving value from it. Amplitude simplifies this process by integrating data from diverse sources into a single, enriched dataset. This single source of truth facilitates accuracy, consistency, and usability, enabling teams to uncover insights that would otherwise remain hidden. Whether analyzing user paths, predicting churn, or segmenting audiences for targeted campaigns, Amplitude turns raw data into strategic advantage.
- **Deliver Personalization and Drive Engagement:** Amplitude empowers companies to create personalized, engaging digital experiences that resonate with their customers. By leveraging behavioral data and advanced machine learning models, our platform enables teams to design campaigns, products, and features tailored to specific user needs. We believe these personalized experiences improve engagement, build customer loyalty, and increase lifetime value, helping businesses thrive in a customer-centric market.
- **Scale with Enterprise-Grade Capabilities:** Designed for organizations of all sizes, Amplitude scales to handle massive data volumes and complex user journeys. Whether they're a startup or a global enterprise, our customers benefit from our robust infrastructure, enterprise-grade security, and seamless integration with existing tools. We believe this scalability helps Amplitude grow alongside its customers, providing reliable, high-performance AI analytics no matter the size or scope of the business.
- **Realize Tangible Business Outcomes:** From increasing conversion rates and reducing churn to shortening product development cycles, Amplitude delivers measurable results. Customers report significant improvements in revenue, efficiency, and user satisfaction after adopting our platform.

Industry Solutions

- **Financial Services**: Personalize the banking experience by leveraging user data to understand customer behaviors and preferences, leading to more targeted services.
- **B2B:** Increase product adoption through insights into user engagement, helping businesses refine their offerings to better meet client needs.
- **Media:** Identify impactful content by analyzing user interactions, helping media companies to optimize content strategies and enhance audience engagement.
- **Healthcare:** Improve patient engagement and outcomes by understanding user interactions with digital health platforms.
- **Ecommerce:** Boost sales and customer loyalty by analyzing shopping behaviors and tailoring experiences accordingly.

Use Case Solutions

- **Grow Active Users:** Acquire and retain users by understanding their behaviors and optimizing the user journey to encourage engagement.
- **Increase Customer Lifetime Value:** Enhance customer retention by delivering personalized experiences that resonate with users.
- **Accelerate Monetization:** Identify and leverage key behaviors that drive revenue, optimizing strategies for monetization.

Team Solutions

- **Product:** Empower product teams with insights to build better products and drive growth.

- **Marketing:** Provide marketing teams with the tools to understand campaign performance and customer segments, driving effective strategies.
- **Data:** Enable data teams to manage and analyze information effectively, ensuring accuracy and accessibility.
- **Engineering:** Support engineering teams in implementing and maintaining robust data infrastructures.

Company Size Solutions

- **Startups:** Offer scalable solutions that grow with the company, providing essential insights without overwhelming resources.
- **Enterprise:** Deliver comprehensive analytics and data management capabilities to meet complex organizational needs.

Our Business Model

We generate revenue primarily by selling subscriptions to our AI Analytics Platform, and reach customers through a direct sales motion, solution partners, and product-led growth initiatives. Our customers typically start out using Amplitude for a specific business use case. As they see the value of our data, insights, and actions to drive positive business outcomes, they frequently expand beyond that initial use case.

Land

- We believe that our AI Analytics Platform is applicable to businesses across industries, company size, and stage of digital maturity. We offer product packages that meet companies where they are in their AI analytics journey. And we plan to invest to capture the significant market opportunity that is out there.
- We have experienced rapid growth in our customer base since inception and had 4,797 paying customers and 27 of the Fortune 100 as of December 31, 2025. This demonstrates our successful traction to date, and the significant opportunity that still remains.
- We believe our go-to-market motion will allow us to continue to acquire new customers and grow our customer base. Additionally, as more companies and industries continue their transformation into digital-first companies, we believe our immediate potential customer base will grow as we help these companies address their AI analytics needs.
- We are focused on winning key reference accounts among industries and emerging use cases to establish ourselves as the platform of choice for the next wave of digital innovation.

Expand

We believe there are significant opportunities to continue expanding our relationships with existing customers. Our pricing model allows us to grow as our customers grow. We employ a land-and-expand business model designed to land with an initial use case and expand through onboarding additional functional teams, products, and use cases.

- *Promote Upsell:* Once a customer is on our platform there are many ways we can upsell. Customers can expand an initial use case by adding additional functionality to generate deeper analytics. They can also expand into additional functional teams who are looking to address a related use case or bring new digital products on our platform, both of which require additional data to be instrumented. As the strategic value of our platform grows as more data is instrumented and insights generated and shared, it becomes easier to find additional upsell opportunities across digital products, use cases, and teams.
- *Drive Cross-sell:* Our platform delivers end-to-end capabilities that allow our customers to expand beyond analytics and layer on additional products from our platform.

Pricing & packaging

Our model is based on the functionality that our customers require to get the insights that they need. Naturally, different teams have different needs and requirements. Some are further along in their AI analytics journey and are looking to scale; others are just getting started. We want to put the full power of our platform into our customers' hands, and we offer four tailored plans that make it easy to get started and grow:

- **Starter:** Easily discover and report on user behavior insights to make smarter product decisions.

- **Plus:** Answer questions, manage features, and deliver personalized experiences faster with a powerful suite of products—including add-ons like Guides and Surveys where required.
- **Growth:** Drive results and revenue with advanced analytics, custom metrics, and dedicated customer support.
- **Enterprise:** Leverage trusted data at scale with enterprise-grade security features for larger companies with complex needs and controls.

We realize that events are sometimes hard to predict, so all plans are now available based on monthly tracked users (MTUs). This makes it easier to predict usage and enable customers to pay according to their monthly unique users.

For the year ended December 31, 2025, subscription revenue comprised 98% of our total revenue. Our aforementioned ability to expand within our customer base is also demonstrated by our dollar-based net retention rate. As of December 31, 2025 and 2024, our dollar-based net retention rate for the trailing twelve months ("TTM") across paying customers was 104% and 97%, respectively.

Technology

Data enters our platform through many sources, including our software-development kits ("SDKs"), server side, and integration with our partner systems. It then goes through the processing and cleanup stage before being stored in our behavioral graph which is a user-oriented distributed columnar data store. As explained in the platform section above, our Behavioral Graph powers the analytics, collaboration, prediction, and recommendation platform.

We have designed a platform that can process large amounts of data and provide an interactive query/response model. Instead of building a general-purpose data storage and processing system similar to data warehouses that would require our users to know SQL and wait a long time to get answers to their analytics-oriented join-heavy queries, we have built a platform from the ground up focused on end-user behavior analysis that is optimized to ingest, process, and store data in a format and structure to power low latency query/response.

Real-time Data Management

The underpinning of the AI Analytics Platform is our real-time Data Management layer. This layer includes our core data platform that offers our customers a number of tools and capabilities for ingesting data, resolving identity issues, and managing customer and product data.

Key features include:

- Structured, event-based schema. We ingest and process event data. Each event represents an interaction that an end user or device performed on our customers' products. Event data has information about the event as well as the end user and device that has performed the event, and it follows a specific but flexible schema. As event data enters our platform, it gets ingested, sanitized, enriched, and canonicalized and is stored in an optimized format in our behavioral graph to enable low latency query/response.
- Breadth and scale of digital sources. We have a number of tools and offerings, such as several client-side and server-side SDKs, APIs, and integration with customer storage systems. For example, Amazon S3 and data warehouse integrations allow us to ingest from a number of sources, including mobile applications, websites, and backend services.
- Identity resolution for a multi-platform world. In the multi-platform world, end users interact with our customers' products through many devices. Through continuous event streaming, our identity resolution service automatically captures one consistent view of a customer's usage as end users log in and out, browse anonymously, and use multiple devices.
- Data governance and observability. With the rapid expansion of customer and product data, organizations require tools to manage the complexity and maintain trust. Our governance toolkit provides a two-pronged approach that is both proactive – through schema planning, validation and error reporting – and reactive – through retroactive data merges and schema changes. Our observability gives data leaders insights and visibility into how data is being used by their organization so they can make informed decisions about what to track.

Our Customers

Our AI Analytics Platform is used globally by organizations of all sizes and across a vast range of industries. As of December 31, 2025 and 2024, we had 4,797 and 3,875 paying customers, respectively, representing year-over-year growth of 24%.

We continue to increase the number of customers who have entered and grown into larger subscriptions with us. As of December 31, 2025 and 2024, we had 698 and 591 customers, respectively, that each represented greater than $100,000 in annual recurring revenue ("ARR"), representing a 18% increase year-over-year.

Additionally, as of December 31, 2025 and 2024, we had 56 and 42 customers, respectively, that each represented greater than $1.0 million in ARR, up 33% year-over-year. The number of customers representing greater than $100,000 and $1.0 million in ARR demonstrates the strategic importance of our platform and our ability to land significant accounts and grow them over time.

Sales and Marketing

Our sales and marketing efforts focus on addressing a prospect's initial AI analytics use case across one or more digital products or experiences. We then aim to expand those relationships over time as we deliver ongoing value and meet a greater portion of our customers' AI analytics needs.

We employ a multi-pronged go-to-market strategy combining direct sales (including field and inside sales), product-led growth initiatives, and marketing initiatives to build brand awareness and generate demand. Our field sales personnel focus on attracting new customers as well as expanding usage within our existing customer base. Our sales team is supported by business and sales development professionals and solution consultants who facilitate the sales process through identifying use cases based on customer needs, assessing requirements, addressing security and technical questions, consulting on customers' data stacks, and finding additional expansion use cases.

To meet companies wherever they are in their analytics journey, we offer a variety of free and paid plans depending on a customer's needs.

For example, we offer a free, *Starter* plan for early-stage startups and individuals. Our self-serve Plus plan is built for growing startups and small teams who need more customization and access to feature management and Audience Activation capabilities. Our Growth plan provides access to additional capabilities, such as automated insights, experiments, guides and surveys, and audience management. And our Enterprise plan is ideal for larger organizations that have more sophisticated needs and requirements.

Our Professional Services team helps customers design and execute their AI analytics, product-led growth, and personalization projects. We offer our customers implementation, training, and related services to help them realize the full benefits of our AI Analytics Platform.

We also work closely with our partner ecosystem to help them deploy our solutions and build our technology into their services offerings. This provides opportunities for us to increase the breadth and depth of our deployment within new and existing customers. We have numerous partners in the program, including:

- **Solutions partners:** global systems integrators, consultancies, and digital agencies that partner with Amplitude to provide business transformation strategy, best practices, and support.
- **Technology partners:** who integrate their software with our AI Analytics Platform to build and deliver end-to-end enterprise technology solutions. Amplitude has dozens of technology integrations and partners across more than a dozen software categories, including marketing automation, attribution tools, data warehouses, and customer data platforms, to name a few.

Our marketing efforts focus on driving demand generation across all segments and across both new and existing customers, as well as raising our brand profile globally. To do this, we utilize a combination of online and offline programs such as online advertising, blogs, public relations, social media, analyst relations, educational white papers and webinars, product demos, workshops, roundtables, podcasts, and customer case studies.

As of December 31, 2025, we had 437 employees in our sales and marketing organization.

Human Capital Management

We believe that our company culture enables us to achieve our mission, is a core driver of our business success, and is a significant reason why people choose to build their careers at Amplitude. We are pioneers in this field and endeavor to make product, business, and people decisions that allow us to carry out our mission while staying true to our values.

We believe Diversity, Equity, and Inclusion ("DEI") are rooted in the fabric of our culture. We advance our culture of belonging–in which Humility, Ownership, Growth Mindset, and Customer Centricity are at the center–by coming together to make a collective impact in our work and our communities. Through strategic initiatives and partnerships, policy development and stewardship, innovation and education, our DEI-embedded culture shapes our future to one where all employees can fully realize their potential.

- **Humility:** No ego—we operate from a place of empathy and openness and seek to understand many points of view.

- **Ownership:** We take the initiative to solve problems that drive our shared company success.
- **Growth Mindset:** We're tenacious in the face of challenges and seek input in order to grow ourselves and others.
- **Customer Centricity:** We put the customer at the center of everything we do.

Our values set the tone for how we show up with one another and our customers. We are deliberate in operationalizing our values through our selection of talent and how we reward success. We regularly recognize and celebrate those who are exemplary models of our values through our Quarterly Values Awards.

As of December 31, 2025, we had a total of 780 employees, including 188 employees located outside the United States. None of our employees is represented by a labor union or covered by collective bargaining agreements. We have not experienced any work stoppages. We consider our relationship with our employees to be good.

Research and Development

Our research and development efforts are focused on continued innovation, enhancing our platform features and functionalities, and expanding the services we offer to increase market penetration and deepen our relationships with our customers. We believe the timely development of new, and the enhancement of our existing platform features and services is essential to maintaining our competitive position. We continually incorporate feedback and new cases from our customers into our platform. As of December 31, 2025, we had 223 employees in our research and development organization. We intend to continue to invest in our research and development capabilities to extend our platform. Research and development expenses totaled $97.6 million and $97.6 million in years ended December 31, 2025 and 2024, respectively.

Competition

The market for AI analytics is new and evolving. Businesses have used a range of point solutions built for other use cases in an effort to address their needs, none of which offer the breadth and depth of capabilities offered by our AI Analytics Platform. However, we do compete with a number of companies, ranging from large and diversified businesses to smaller start-ups, that offer certain point solutions and functionality similar to aspects of our platform. These point solution providers include:

- Product analytics point solutions such as Mixpanel, Posthog, and ContentSquare;
- Experimentation vendors such as Optimizely, Statsig, and LaunchDarkly;
- CDP providers such as mParticle and Twilio Segment;
- Session Replay solutions such as Fullstory, Contentsquare, and Quantum Metric;
- Web and marketing analytics vendors such as Adobe and Google Analytics; and
- Guides and Surveys vendors such as Pendo.

The principal competitive factors for companies in our industry are:

- Powerful and flexible infrastructure that can ingest and manage a broad variety and large volume of data;
- Platform functionality, including speed, scale, and breadth and depth of insights;
- Size of end-user base and level of customer adoption;
- Enterprise-grade technology that is secure and reliable;
- Product-led growth offerings;
- Ability to enable collaboration across numerous teams;
- Ease of integration and deployment with existing IT infrastructure;
- Mindshare with line of business and non-technical teams;
- Ability to address a variety of evolving customer needs and use cases;
- Price and total cost of ownership;
- Brand awareness and reputation;
- Quality of professional services and customer support;

- Strength of sales and marketing efforts; and
- Adherence to industry standards and certifications.

On the basis of the factors above, we believe that we compare favorably to our competitors. However, some of our actual and potential competitors have advantages over us—such as substantially greater financial, technical, and other resources; larger sales forces and marketing budgets; greater brand recognition; broader distribution networks and global presence; longer operating histories; more established relationships with current or potential customers and commercial partners; and more mature intellectual property portfolios. They may be able to leverage these resources to gain market share and prevent potential customers from purchasing our products. Additionally, we expect the industry to attract new entrants who could compete with our business and introduce new offerings. As we scale and expand our business, we may enter new markets and encounter additional competition.

Artificial Intelligence

We have integrated AI Technologies throughout our AI Analytics Platform to help customers accelerate data insights and drive better decision-making. Our AI-powered capabilities include natural language querying of product data, automated trend summaries, and intelligent analysis tools powered by large language models. In fiscal year 2025, we launched several AI-focused products, including AI Agents, Amplitude MCP, AI Visibility, AI Feedback, and Automated Insights. We expect to continue investing in and developing AI technologies to enhance our platform's functionality and deliver greater value to our customers.

Intellectual Property

Our intellectual property is an important part of our business. We rely on patent, copyright, trade secret, and trademark laws, as well as confidentiality agreements, license agreements, intellectual property assignment agreements, and similar contracts, to establish and protect our proprietary rights. We maintain a policy requiring our employees, contractors, consultants, and other third parties to enter into confidentiality and proprietary rights agreements to control access to our proprietary information. However, these laws, agreements, and policies provide only limited protection, and our intellectual property rights and other proprietary rights may still be challenged, invalidated, infringed, or misappropriated in the United States and in foreign jurisdictions. The laws of certain jurisdictions do not protect proprietary rights to the same extent as the laws of the United States, and it may therefore be difficult, impossible, or otherwise not commercially reasonable to protect our proprietary rights in certain jurisdictions. In addition, we use software components licensed from third parties under open-source software licenses, which licenses generally do not contain warranties or indemnifications from the licensors with respect to infringement, security vulnerabilities, or other issues. As a result, we would not have contractual protections if our use of the open-source software licensed from third parties infringes third-party intellectual property rights or if we encounter other issues with respect to our use of third-party open-source software. We also publicly license our SDK and certain other components to third parties pursuant to open-source licenses. The value of the software we publicly license to third parties pursuant to open-source licenses may be diminished given that such licenses grant those third parties broad rights to modify and distribute such software and could allow a competitor to more easily develop a competing product by examining our software.

We pursue the registration of our domain names, trademarks, and service marks and pursue patent protection of our technology in the United States and in certain locations outside the United States. As of December 31, 2025, we had eight issued U.S. patents, and seven U.S. and five foreign patent applications pending. We continually review our development efforts to assess the existence and patentability of new intellectual property, and the extension of our intellectual property rights abroad. As of December 31, 2025, we had five registered trademarks in the United States, eleven registered trademarks internationally, and five pending trademarks applications internationally. As of December 31, 2025, we had no U.S. trademark applications pending.

Data Privacy & Security

Numerous state, federal, and foreign laws and regulations, including consumer protection laws and regulations and data breach notification laws, govern the collection, dissemination, processing, use, access to, confidentiality, and security of personal information and could apply to our operations or the operations of our partners. In addition, certain foreign laws govern the privacy and security of personal data. Many of these laws differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts. Failure to comply with these laws, where applicable, can result in, among other things, the imposition of significant civil and/or criminal penalties and private litigation. Privacy and security laws, regulations, and other obligations are constantly evolving, may conflict with each other, and can result in investigations, proceedings, or actions that lead to significant civil and/or criminal penalties and restrictions on data processing.

Corporate Information

We were incorporated in the State of Delaware in November 2011 as Sonalight, Inc. and founded our Amplitude business in 2012. In December 2014, we changed our name to Amplitude, Inc. Our principal executive offices are located at 201 Third Street, Suite 200, San Francisco, California 94103. Our telephone number is (415) 231-2353 and our website address is www.amplitude.com. Information contained on, or that can be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K.

Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed pursuant to Sections 13(a) and 15(d) of the Exchange Act are filed with the SEC. Such reports and other information filed or furnished by us with the SEC are available free of charge on our investor relations website at investors.amplitude.com, as soon as reasonably practicable after we file such material with, or furnish it to, the SEC, when such reports are available on the SEC's website at www.sec.gov.

Item 1A. Risk Factors

RISK FACTORS

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including our consolidated financial statements and related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." The occurrence of any of the events or developments described below could materially and adversely affect our business, financial condition, results of operations, and growth prospects. In such an event, the trading price of our Class A common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently believe are not material may also impair our business, financial condition, results of operations, and growth prospects.

Risks Related to Our Business and Industry

We have a limited operating history and have been growing rapidly over the last several years, which makes it difficult to forecast our future results of operations and increases the risk of your investment.

Our revenue was $343.2 million and $299.3 million for the fiscal years ended December 31, 2025 and 2024, respectively. However, you should not rely on our historical revenue growth as an indication of our future performance.

As a result of our limited operating history and our rapid growth over the last several years, our ability to accurately forecast our future results of operations is limited and subject to a number of uncertainties, including our ability to effectively plan for and model future growth.

Our revenue growth rate may decline over time. In future periods, our revenue growth could slow or our revenue could decline for a number of reasons, including slowing demand for our AI Analytics Platform, increased competition, changes to technology, a decrease in the growth of our overall market, or our failure, for any reason, to manage our growth effectively or to continue to take advantage of growth opportunities. We have also encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in rapidly changing industries, such as the risks and uncertainties described in this Annual Report on Form 10-K. If our assumptions regarding these risks and uncertainties and our future revenue growth are incorrect or change, or if we do not address these risks successfully, our financial condition and results of operations could differ materially from our expectations, and our business could be materially adversely affected.

We have a history of losses. As our costs increase, we may not be able to generate sufficient revenue to achieve and sustain profitability.

We have experienced net losses in each period since inception. We generated net losses of $88.5 million and $94.3 million for the fiscal years ended December 31, 2025 and 2024, respectively. As of December 31, 2025, we had an accumulated deficit of $546.4 million. We expect our costs and expenses to increase in future periods. In particular, we intend to continue to invest significant resources in:

- the development of our AI Analytics Platform, including investments in our research and development team, the development or acquisition of new products, features, and functionality, and improvements to the scalability, availability, and security of our platform;
- our technology infrastructure, including expansion of our activities in third-party data centers that we may lease, enhancements to our network operations and infrastructure, and hiring of additional employees;
- sales and marketing;
- additional international expansion, in an effort to increase our customer base and sales; and
- general administration, including legal, accounting, and other expenses.

In addition, part of our business strategy is to focus on our long-term growth. As a result, our profitability may be lower in the near term than it would be if our strategy was to maximize short-term profitability. Significant expenditures on sales and marketing efforts, expanding our platform, products, features, and functionality, and expanding our research and development, each of which we intend to continue to invest in, may not ultimately grow our business or result in long-term profitability. If we are ultimately unable to achieve profitability at the level anticipated by industry or financial analysts and our stockholders, the trading price of our Class A common stock may decline.

Our efforts to grow our business may be costlier than we expect, or our revenue growth rate may be slower than we expect, and we may not be able to increase our revenue enough to offset the increase in operating expenses resulting from these investments. If we are unable to continue to grow our revenue, the value of our business and Class A common stock may significantly decrease.

Our business depends on our existing customers renewing their subscriptions and purchasing additional subscriptions from us as well as attracting new customers. Any decline in our customer retention or expansion of our commercial relationships with existing customers or an inability to attract new customers would materially adversely affect our business, financial condition, and results of operations.

In order for us to maintain or improve our revenue growth and our results of operations, it is important that our customers renew their subscriptions when existing contract terms expire and that we expand our commercial relationships with our existing customers and attract new customers. We also seek to convert customers on our free-tier, self-service option to paid subscription contracts. Our customers have no obligation to renew their subscriptions, and our customers may not renew their subscriptions with similar contract periods or at all. Some of our customers have elected not to renew their agreements with us, and it is difficult to accurately predict long-term customer retention. In addition, our ability to attract new customers will depend on market acceptance of our AI Analytics Platform and the successful implementation of our marketing strategy.

Our customer retention and expansion and the rate at which we attract new customers may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our AI Analytics Platform, our support capabilities, our prices and pricing plans, the prices and value of competing products, reductions in our customers' spending levels, new product releases, mergers and acquisitions affecting our customer base, or the effects of global economic conditions. We may be unable to timely address any retention issues with specific customers, which could materially adversely affect our results of operations. If our customers do not purchase additional subscriptions or renew their subscriptions, or if they renew on less favorable terms, or if we are unable to attract new customers, our revenue may decline or grow less quickly, which would materially adversely affect our business, financial condition, and results of operations.

We expect fluctuations in our financial results and key metrics, making it difficult to project future results. If we fail to meet the expectations of securities analysts or investors with respect to our results of operations, the trading price of our Class A common stock could decline.

Our results of operations and key metrics have fluctuated in the past and are expected to fluctuate in the future due to a variety of factors, many of which are outside of our control. As a result, our past results may not be indicative of our future performance. In addition to the other risks described herein, other factors that may cause our results of operations or key metrics to fluctuate include:

- fluctuations in demand for, or pricing of, our AI Analytics Platform, including as a result of our introduction of new products, features, and functionality;
- fluctuations in usage of our AI Analytics Platform;
- our ability to attract new customers;
- our ability to retain existing customers;
- customer expansion rates;
- investments in new products, features, and functionality;
- the timing of our customers' purchases;
- the speed with which customers are able to migrate data onto our platform after purchasing capacity;
- awareness of our brand on a global basis;
- fluctuations or delays in purchasing decisions in anticipation of new products, features, or functionality developed or acquired by us or our competitors;
- changes in customers' budgets and in the timing of their budget cycles and purchasing decisions;
- our ability to control costs, including our operating expenses;
- the amount and timing of costs associated with our cloud computing infrastructure, particularly the cloud services provided by Amazon Web Services ("AWS");
- the amount and timing of payment for operating expenses, particularly research and development and sales and marketing expenses;

- the amount and timing of non-cash expenses, including stock-based compensation, goodwill impairments, and other non-cash charges;
- the amount and timing of costs associated with recruiting, training, and integrating new employees and retaining and motivating existing employees;
- the ability to identify and complete, and the effects of, mergers, acquisitions, or strategic partnerships, and the ensuing integration efforts;
- general economic, market, and industry conditions (including the current inflationary economic environment, rising interest rates, tariffs, and a potential recession), both domestically and internationally, as well as economic conditions specifically affecting industries in which our customers participate, and related difficulties in collections;
- the potential adverse impact of climate change, natural disasters, health epidemics, political and social instability, including acts of war or other armed conflicts (including the war in Ukraine and the conflicts in the Middle East), and terrorist activities, on our business, operations, and the markets and communities in which we and our customers and partners operate and the disruption these events may cause to the global economy;
- the impact of new accounting pronouncements;
- new and changing laws, regulations, executive orders and enforcement priorities;
- changes in regulatory or legal environments that may cause us to incur, among other things, expenses associated with compliance, particularly with respect to compliance with evolving privacy and data protection laws and regulations, as well as export control, economic and trade sanctions, anti-corruption, and anti-money laundering laws; the overall tax rate for our business, which may be affected by the mix of income we earn in the United States and in jurisdictions with comparatively lower tax rates, the effects of stock-based compensation, and the effects of changes in our business;
- the impact of changes in tax laws or judicial or regulatory interpretations of tax laws, which are recorded in the period such laws are enacted or interpretations are issued and may significantly affect the effective tax rate of that period;
- fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies;
- changes in the competitive dynamics of our market, including consolidation among competitors or customers; and
- significant security breaches of, technical difficulties with, or interruptions to, the delivery and use of our platform.

Any of these and other factors, or the cumulative effect of some of these factors, may cause our results of operations to vary significantly. To the extent our results of operations fall below the expectations of investors and securities analysts who follow our stock, the trading price of our Class A common stock could decline substantially, and we could face costly lawsuits, including securities class action litigation. For example, we previously defended against a securities class action lawsuit ("Securities Class Action") and a shareholder derivative lawsuit ("Derivative Action"), which were filed in the United States District Court for the Northern District of California. We are also currently defending against two privacy class actions and previously defended against a third privacy action. See "Legal Matters" in Note 9 to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional information regarding the Securities Class Action, the Derivative Action and privacy actions. We have incurred and will continue to incur significant legal costs in connection with the defense of these lawsuits and management will be required to devote significant time in managing the defense of the actions.

We expect to continue to focus on sales to larger organizations and may become more dependent on those relationships, which may increase the variability of our sales cycle and our results of operations.

As we continue to focus on, and may become more dependent on, sales to larger organizations, we expect our sales cycle to lengthen and become less predictable. We plan our expenses based on certain assumptions about the length and variability of our sales cycle. These assumptions are based upon historical trends for sales cycles and conversion rates associated with our existing customers. Any shift in our sales cycle may adversely affect our financial results. Factors that may influence the length and variability of our sales cycle include:

- the need to educate prospective customers about the uses and benefits of our AI Analytics Platform;
- the discretionary nature of purchasing and budget cycles and decisions;

- the competitive nature of evaluation and purchasing processes;
- evolving functionality demands;
- announcements or planned introductions of new products, features, or functionality by us or our competitors; and
- lengthy purchasing approval processes.

Our increasing dependence on sales to larger organizations may increase the variability of our financial results. If we are unable to close one or more expected significant transactions with these customers in a particular period, or if an expected transaction is delayed until a subsequent period, our results of operations for that period, and for any future periods in which revenue from such transaction would otherwise have been recognized, may be adversely affected.

We recognize revenue over the term of our customer contracts. Consequently, downturns or upturns in new sales may not be immediately reflected in our results of operations and may be difficult to discern.

We generally recognize subscription revenue from customers ratably over the contracted period. As a result, a portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in a given quarter may have a small impact on our revenue results for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our AI Analytics Platform, including as a result of a general economic downturn, and potential changes in our pricing policies or rate of customer expansion or retention, may not be fully reflected in our results of operations until future periods. We may also be unable to reduce our cost structure in line with a significant deterioration in sales. In addition, a significant majority of our costs are expensed as incurred, while revenue is recognized over the contracted period of the agreement with our customer. As a result, increased growth in the number of our customers could continue to result in our recognition of more costs than revenue in the earlier periods of the terms of our customer agreements. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

Unfavorable conditions in our industry or the global economy, or reductions in software spending, could limit our ability to grow our business and materially adversely affect our business, financial condition, and results of operations.

Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers or potential customers. Our ability to grow our revenue and the profitability of our business depends, in part, on demand for software applications generally. Historically, during economic downturns there have been reductions in spending on software applications and services generally, as well as pressure for extended billing terms and other financial concessions. To the extent that economic conditions deteriorate in the United States or abroad, including as a result of inflationary pressures and the responses by central banking authorities to control such inflation, rising interest rates, debt and equity market fluctuations, bank failures, diminished liquidity and credit availability, increased unemployment rates, decreased investor and consumer confidence, political turmoil, the imposition of tariffs and any retaliatory trade protection measures or trade wars that ensue, supply chain challenges, natural catastrophes and the effects of climate change, regional and global conflicts, and terrorist attacks on the United States, Europe, the Middle East, the Asia-Pacific region, or elsewhere, our customers and prospective customers may go out of business or elect to decrease their budgets, which would limit our ability to grow our business and materially adversely affect our financial condition and results of operations. For example, high levels of inflation and rising interest rates, as recently experienced in the United States, may impact businesses across many industries, including ours, by increasing the costs of labor, employee healthcare, components, and freight and shipping, which may further constrain our customers' or prospective customers' budgets. To the extent there is a sustained general economic downturn and our AI Analytics Platform is perceived by customers or potential customers as costly, or too difficult to deploy or migrate to, our revenue may be disproportionately affected by delays or reductions in spending on software applications. In addition, our competitors, many of whom are larger and have greater financial resources than we do, may respond to challenging market conditions by lowering prices in an attempt to attract our customers or prospective customers, and they may be less dependent on key industry events to generate sales for their products. Further, macroeconomic uncertainty may result in an increased pace of consolidation in certain industries. If this were to occur, such consolidation may result in reduced overall spending on our services, particularly if our customers are acquired by organizations that do not use our services. We cannot predict the timing, strength, or duration of any economic slowdown, instability, or recovery, generally or within any particular industry. If the economic conditions of the general economy or markets in which we operate worsen from present levels, our business, financial condition, and results of operations could be materially adversely affected.

If the market for SaaS applications develops more slowly than we expect or declines, our business would be materially adversely affected.

Our success will depend to a substantial extent on the widespread adoption of SaaS applications in general, and of SaaS applications that look to solve aspects of AI analytics. Many organizations have invested substantial personnel and financial resources to integrate traditional on-premise business software applications into their businesses, and therefore may be reluctant or unwilling to migrate to SaaS applications. It is difficult to predict customer adoption rates and demand for our AI Analytics Platform, the future growth rate and size of the SaaS applications market, or the entry of competitive applications. The expansion of the SaaS applications market depends on a number of factors, including the cost, performance, and perceived value associated with SaaS, as well as the ability of SaaS providers to address data security and privacy concerns. Additionally, government agencies have adopted, or may adopt, laws and regulations, and companies have adopted and may adopt policies regarding the collection and use of personal information obtained from consumers and other individuals, or may seek to access information on our platform, either of which may reduce the overall demand for our AI Analytics Platform. If we or other SaaS providers experience data security incidents, loss of customer data, disruptions in delivery, or other problems, the market for SaaS applications, including our AI Analytics Platform, may be negatively affected. If SaaS applications do not continue to achieve market acceptance, or there is a reduction in demand for SaaS applications caused by a lack of customer acceptance, technological challenges, weakening economic conditions, data security or privacy concerns, governmental regulation, competing technologies and products, or decreases in spending on SaaS applications, it would result in decreased revenue and our business, financial condition, and results of operations would be materially adversely affected.

The market in which we operate is highly competitive, and if we do not compete effectively, our business, financial condition, and results of operations could be materially adversely affected.

The market for applications that look to address AI analytics is fragmented, rapidly evolving, and highly competitive, with relatively low barriers to entry. As this market continues to mature and new technologies and competitors enter the market, we expect competition to intensify. We face competition from:

- large companies that have greater name recognition, much longer operating histories, more established customers and commercial partners, and significantly greater resources than we do, such as larger sales forces and marketing budgets, broader distribution networks and global presence, and more mature intellectual property portfolios;
- in-house software systems;
- large integrated systems vendors;
- smaller companies offering alternative SaaS applications; and
- new or emerging entrants seeking to develop competing technologies.

Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or customer requirements. With the introduction of new technologies, the evolution of our AI Analytics Platform, and new market entrants, we expect competition to intensify in the future. Pricing pressures and increased competition generally could result in reduced sales, reduced margins, financial losses, or the failure of our AI Analytics Platform to achieve or maintain more widespread market acceptance, any of which could harm our business.

Our competitors vary in size and in the breadth and scope of the products and services they offer. Further, other established SaaS providers not currently focused on AI analytics may expand their services to compete with us. Many of our current and potential competitors have established marketing relationships, access to larger customer bases, pre-existing customer relationships, and major distribution agreements with consultants, system integrators, and resellers. Certain of our competitors have partnered with, or have acquired, and may in the future partner with or acquire, other competitors to offer services, leveraging their collective competitive positions, which makes, or would make, it more difficult to compete with them. For all of these reasons, we may not be able to compete successfully against our current and future competitors, which would harm our business. For more information about the competitive landscape in which we operate, see “Part I, Item 1. Business—Competition” in this Annual Report on Form 10-K.

If we fail to innovate in response to changing customer needs and technology developments and other market requirements, our business, financial condition, and results of operations would be materially adversely affected.

Our ability to attract new customers and retain and increase revenue from existing customers depends in large part on our ability to enhance and improve our AI Analytics Platform and to introduce new products, features, and functionality. In order to grow our business, we must develop products, features, and functionality that reflect the changing needs of customers, and we believe that the pace of innovation will continue to accelerate. The success of any enhancement to our AI Analytics Platform depends on several factors, including timely completion, adequate quality testing, and market acceptance. Any new product, feature, or functionality that we develop may not be introduced in a timely or cost-effective manner, may contain defects, or may not achieve the market acceptance necessary to generate sufficient revenue. If we are unable to successfully develop new products, features or functionality, enhance our AI Analytics Platform to meet customer requirements, or otherwise gain market acceptance, our business, financial condition, and results of operations could be materially adversely affected.

Because our AI Analytics Platform is available over the internet, we need to continuously modify and enhance it to keep pace with changes in internet-related hardware, software, analytics, and database technologies and standards. In addition, we need to continue to invest in technologies, services, and partnerships that increase the types of data processed on our platform and the ease with which customers can send data into our platform. We must also continue to enhance our data sharing and data exchange capabilities so customers can share their data with internal business units, customers, and other third parties. In addition, our platform requires third-party public cloud infrastructure to operate. We must continue to innovate to optimize our offerings for these and other public clouds that our customers require, particularly as we expand internationally. Further, the markets in which we compete are subject to evolving industry standards and regulations, resulting in increasing data governance and compliance requirements for us and our customers. To the extent we expand into the public sector and other highly regulated industries, our AI Analytics Platform may need to address additional requirements specific to those industries.

If we are unable to enhance our AI Analytics Platform to keep pace with these rapidly evolving customer requirements, or if new technologies emerge that are able to deliver competitive products at lower prices, more efficiently, more conveniently, or more securely than our platform, our business, financial condition, and results of operations would be materially adversely affected.

If we fail to properly develop, invest in, deploy, and manage AI Technologies used in our AI Analytics Platform, our business, financial condition, and results of operations could be materially adversely affected.

We have incorporated, and expect in the future we will continue to incorporate AI Technologies into our AI Analytics Platform, and are making significant investments in this area. Across our AI Analytics Platform, we offer our customers a suite of AI Technologies that are designed to help them surface, interpret, and achieve data insights faster, including capabilities that leverage large language models ("LLM") (i.e., AI models that can produce and output new data and information). For example, certain features use LLMs to enable natural language querying of product data, generate summaries of trends, and aid customers in analyzing their product data.

We expect that increased investment will be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining, and deploying AI Technologies and there can be no assurance that the usage of, or our investments in, such AI Technologies will always be beneficial to our products or services, or business, including our efficiency or profitability.

With respect to our products or services that incorporate AI Technology, the market for such products and services is rapidly evolving and important assumptions about the characteristics of targeted markets, pricing, sales cycles, cost, performance, and perceived value associated with our products or services may be inaccurate. We cannot be sure that the market will continue to grow or that it will grow in ways we anticipate. In addition, market acceptance of products and services that incorporate AI Technology is uncertain. Our failure to successfully develop and commercialize our products or services involving AI Technologies could depress the market price of our stock and impair our ability to: raise capital; expand our business; provide, improve and diversify our product offerings; continue our operations and efficiently manage our operating expenses; and respond effectively to competitive developments.

We are in varying stages of development in relation to our products involving AI Technologies. The continuous development, maintenance, and operation of our AI Technologies is complex, and may involve unforeseen difficulties including material performance problems, undetected defects, or errors. We may not be successful in our ongoing development and maintenance of these technologies in the face of novel and evolving technical, reputational, and market factors.

Our competitors or other third parties may incorporate AI Technologies into their products more quickly or more successfully than us, which could impair our ability to compete effectively.

We incorporate LLMs into certain of our products and services as part of our AI Analytics Platform. There is a risk that AI Technologies could produce inaccurate or misleading data or other discriminatory or unexpected results or behaviors, all of which could harm our reputation, business, or customer relationships. While we take measures designed to ensure the accuracy of AI-generated insights, those measures may not always be successful, and in some cases, we may need to rely on users to report such inaccuracies.

Additionally, any output data created using AI Technologies, including LLMs, may not be subject to copyright protection which may adversely affect our intellectual property rights in, or ability to commercialize or use, the output data. In the United States, a number of civil lawsuits have been initiated related to the foregoing and other concerns, the outcome of any one of which may, among other things, require us to limit the ways in which we use AI Technologies in our business. While AI-related lawsuits to date have generally focused on the AI service providers themselves, our use of any output produced by AI Technologies may expose us to claims, increasing our risks of liability. For example, the output data produced by certain AI Technologies may include information subject to certain privacy laws or constitute an unauthorized derivative work of the copyrighted material used in training the underlying AI Technology, any of which could also create a risk of liability for us, or adversely affect our customers and our business or operations.

In addition to our proprietary AI Technologies, we use AI Technologies licensed from third parties in our products and services and our ability to continue to use such technologies at the scale we need may be dependent on access to specific third-party technology. We cannot control the availability or pricing of such third-party AI Technologies, especially in a highly competitive environment, and we may be unable to negotiate favorable economic terms with the applicable providers. If any such third-party AI Technologies become incompatible with our solutions or unavailable for use, or if the providers of such models unfavorably change the terms on which their AI Technologies are offered or terminate their relationship with us, our solutions may become less appealing to our customers and our business could be harmed. In addition, to the extent any third party AI Technologies are used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause a loss of confidence in our solutions, or result in legal claims or proceedings, for which we may be unable to recover damages from the affected provider.

Issues relating to the responsible use of our technologies, including AI Technologies in our AI Analytics Platform, may result in reputational or financial harm and liability.

Concerns relating to the responsible use of new and evolving technologies, such as AI Technologies, in our AI Analytics Platform may result in reputational or financial harm and liability and may cause us to incur costs to resolve such issues. AI Technologies pose emerging legal, security, social, and ethical issues and present risks and challenges that could affect adoption, and therefore our business. If we enable or offer solutions that draw controversy due to their perceived or actual impact on society, such as AI Technologies solutions that have unintended consequences, infringe copyright, or are controversial because of their impact on privacy, employment, or other social or economic issues, or if we are unable to develop effective internal policies and frameworks relating to the responsible development and use of AI Technologies within our product offerings, we may experience brand or reputational harm, competitive harm, financial harm, and/or legal liability. Our failure to adequately address concerns and regulations relating to the responsible use of AI Technologies by us or others could undermine public confidence and slow adoption of our products and services or cause reputational or financial harm.

If we fail to effectively manage our growth and changes to our business over time, our business, financial condition, and results of operations would be materially adversely affected.

As we continue to grow and expand our business and operations, significant demands may be placed on our management and operational and financial resources. We intend to continue to invest to expand our business, personnel, and operations, which may cause our margins to decline, and any investments we make will occur in advance of experiencing the benefits from such investments, making it difficult to determine in a timely manner if we are efficiently allocating our resources. As usage of our AI Analytics Platform grows, we will need to devote additional resources to improving our platform’s features and functionality, developing or acquiring new products, and maintaining infrastructure performance. Even if we are able to upgrade our systems and expand our personnel, any such expansion will be expensive and complex, requiring management’s time and attention. We could also face inefficiencies or operational failures as a result of our efforts to scale our infrastructure. Moreover, there are inherent risks associated with upgrading, improving, and expanding our information technology systems. We cannot be sure that the expansion and improvements to our infrastructure and systems will be fully or effectively implemented on a timely basis, if at all. In addition, as we grow, we will need to appropriately scale our internal business systems and our services organization, including customer support, to serve our customer base, particularly as our customer demographics change over time. Managing these changes will require significant expenditures and allocation of valuable management resources. If we fail to successfully manage our growth and changes to our business, the quality of our products may suffer, which could negatively affect our brand and reputation and harm our ability to attract new customers and retain existing customers. As we continue to grow, we may need to implement more complex organizational management structures or adapt our corporate culture and work environments to changing circumstances, which could have an adverse impact on our corporate culture. Any failure to preserve our culture could harm our business, including our ability to retain and recruit personnel, innovate and operate effectively, and execute on our business strategy.

If our information technology systems are breached or there is otherwise unauthorized disclosure of or access to customer data, our data, or our platform, our platform may be perceived as insecure, we may lose customers or fail to attract new customers, our reputation and brand may be harmed, and we may incur significant liabilities.

We and certain third party vendors of ours collect and maintain information in digital form that is necessary to conduct our business, and we are increasingly dependent on information technology systems and infrastructure to operate our business. In the ordinary course of our business, we collect, store and transmit large amounts of confidential information, including intellectual property, proprietary business information, and personal information (collectively, "Confidential Information") of customers and our employees and contractors. Our platform also stores, transmits, and processes our customers' proprietary data, including personal or identifying information of their customers or employees. We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity, and availability of our information technology systems and Confidential Information. Unauthorized disclosure of, access to, or security breaches of our platform or our information technology systems could result in the loss of Confidential Information, loss of business, severe reputational damage adversely affecting customer or investor confidence, damage to our brand, diversion of management's attention, regulatory investigations, and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation that may include liability for stolen assets or information and repair of system damage that may have been caused, incentives offered to customers or other business partners in an effort to maintain business relationships after a breach, and other liabilities. We have incurred, and expect to continue to incur, significant expenses to prevent security breaches, including deploying additional personnel and protection technologies, training employees, and engaging third-party experts and consultants. Even though we do not control the security measures of third parties who may have access to our Confidential Information or our platform, we may be responsible for any breach of such measures or suffer reputational harm even where we do not have recourse to the third party that caused the breach. In addition, any failure by our vendors to comply with applicable law or regulations could result in proceedings against us by governmental entities or others.

There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls, or procedures, will be fully implemented, complied with, or effective in protecting our systems and information and despite the implementation of security measures, our information technology systems, as well as those of third parties with which we have relationships, are not fully secure from, and may be vulnerable to a range of cybersecurity risks and threats, including, cyberattacks, denial and degradation-of-service attacks, ransomware attacks, business email compromises, computer malware, malicious code, misconfigurations, "bugs," viruses, and social engineering (including phishing) which are prevalent in our industry and our customers' industries. In addition, we as well as those third parties with which we have relationships, may experience attacks, unavailable systems, unauthorized access to systems or data, or disclosure due to natural disasters, terrorism, war, telecommunication and electrical failures, hacking, employee theft or misuse, human error, fraud, denial and degradation-of-service attacks, sophisticated nation-state and nation-state-supported actors, and advanced persistent threat intrusions. Electronic security attacks designed to gain access to personal, sensitive, or confidential data are increasing in number, constantly evolving, and such attacks continue to grow in sophistication. The techniques and tools – including artificial intelligence – may be used to sabotage, or to obtain unauthorized access to, our platform, information technology systems, networks, or physical facilities in which Confidential Information is stored or through which Confidential Information is transmitted change frequently, and we may be unable to implement adequate preventative measures or stop security breaches while they are occurring. We may also experience security breaches that may remain undetected for an extended period. Even if identified, we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools and techniques that are designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. As a result of our continued hybrid work environment, we may also face increased cybersecurity risks due to our reliance on internet technology and the number of our and our service providers' employees who are, and may continue, working remotely, which may create additional opportunities for cybercriminals to exploit vulnerabilities. We have previously been, and may in the future become, the target of cyberattacks by third parties seeking unauthorized access to our Confidential Information or to disrupt our operations or ability to provide our services.

We and certain of our vendors are from time to time subject to cyberattacks and security incidents. While we do not believe that we have experienced any significant system failure, accident, or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our business operations, whether due to a loss, corruption, or unauthorized disclosure of our Confidential Information or other similar disruptions. Such an event could also expose us to risks, including an inability to provide our services and fulfill contractual demands, and could cause management distraction and the obligation to devote significant financial and other resources to mitigate such problems, which would increase our future information security costs, including through organizational changes, deploying additional personnel, reinforcing administrative, physical, and technical safeguards, further training of employees, changing third-party vendor control practices, and engaging third-party subject matter experts and consultants and reduce the demand for our technology and services. Because data security is a critical competitive factor in our industry, we make numerous statements in our customer contracts, privacy policies, terms of service, and marketing materials providing assurances about the security of our platform, including detailed descriptions of security measures we employ. Should any of these statements be untrue or become untrue, even in circumstances beyond our reasonable control, we may face claims of misrepresentation or deceptiveness by the U.S. Federal Trade Commission (the "FTC"), state, federal, and foreign regulators, and private litigants.

Further, we have contractual and legal obligations to notify relevant stakeholders of security breaches. Most jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities, and others of security incidents or data breaches involving certain types of data. For example, we are subject to an increasing number of reporting obligations in respect of material cybersecurity incidents. These reporting requirements have been proposed or implemented by a number of regulators in different jurisdictions, may vary in their scope and application, and could contain conflicting requirements. Certain of these rules and regulations may require us to report a cybersecurity incident before we have been able to fully assess its impact or remediate the underlying issue. Efforts to comply with such reporting requirements could divert management's attention from our incident response and could potentially reveal system vulnerabilities to threat actors. Failure to timely report incidents under these rules could also result in monetary fines, sanctions, or subject us to other forms of liability. In addition, our agreements with certain customers may require us to notify them in the event of a security incident or data breach. Such mandatory disclosures are costly, could lead to negative publicity, may cause our customers to lose confidence in the effectiveness of our security measures, and require us to expend significant capital and other resources to respond to, or alleviate problems caused by, the actual or perceived security incident or data breach and otherwise comply with the multitude of foreign, federal, state, and local laws and regulations relating to the unauthorized access to, or use or disclosure of, personal information. Additionally, as a result of a breach or other security incident, we could be subject to demands, claims, and litigation by private parties and investigations, related actions, and penalties by regulatory authorities. Further, if we fail to detect or remediate a security breach in a timely manner, or a breach otherwise affects a large amount of Confidential Information, or if we suffer a cyberattack that impacts our ability to operate our platform, we may suffer damage to our reputation and our brand, and our business, financial condition, and results of operations may be materially adversely affected. Further, although we maintain insurance coverage, our insurance coverage may not be adequate for data security breaches, indemnification obligations, or other liabilities. In addition, we cannot be sure that our existing insurance coverage and coverage for errors and omissions will continue to be available on acceptable terms or that our insurers will not deny coverage as to any future claim. Our risks are likely to increase as we continue to expand our platform, grow our customer base, and process, store, and transmit increasingly large amounts of Confidential Information.

We could suffer disruptions, outages, defects, and other performance and quality problems with our platform or with the public cloud and internet infrastructure on which it relies, which may materially adversely affect our business, financial condition, and results of operations.

Our business and continued growth depend in part on the ability of our customers and prospective customers to access our platform at any time and within an acceptable amount of time. Our agreements with customers typically provide for service-level commitments. If we are unable to meet these commitments or if we suffer unexcused periods of downtime for our platform, we may be contractually obligated to provide financial credits or extend the term of the subscription for the period of unexcused downtime, or our customers may be entitled to terminate their agreements and obtain a pro rata refund. We have in the past provided, and may in the future be required to provide, financial credits and pro rata refunds as a result of not being able to meet these commitments. We have experienced, and may in the future experience, disruptions, outages, defects, and other performance and quality problems with our platform or with the public cloud and internet infrastructure on which our platform relies. These problems can be caused by a variety of factors, including infrastructure changes, introductions of new functionality, vulnerabilities, and defects in proprietary and open-source software, human error or misconduct, capacity constraints due to an overwhelming number of users accessing our platform simultaneously, design limitations, or degradation or denial-of-service attacks or other cyberattacks or security-related incidents. The performance and availability of the cloud computing infrastructure that we use to host our platform and many of the internal tools we use to operate our business is outside our control; therefore, we are not in full control of whether we meet the service-level commitments under our customer agreements. As a result, our business, financial condition, and results of operations could be materially adversely affected if we suffer unscheduled downtime that exceeds the service-level commitments we have made to our customers. Any extended service outages could materially adversely affect our business and reputation.

Our AI Analytics Platform is proprietary, and we rely on the expertise of members of our engineering, operations, product, and software development teams for its continued performance. It may become increasingly difficult and costly to maintain and improve the performance of our AI Analytics Platform, especially during peak usage times and as our platform becomes more complex and our user traffic increases. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, financial condition, and results of operations may be materially adversely affected.

We depend and rely on third-party hosted cloud services and internet infrastructure in order to operate critical functions of our business. For example, our platform and internal tools use computing, storage capabilities, bandwidth, and other services provided by AWS. If these services become unavailable due to extended outages, interruptions, or because they are no longer available on commercially reasonable terms, our expenses could increase, our ability to manage our business could be interrupted, and our processes for managing sales of and delivering our AI Analytics Platform could be impaired until we are able to identify, obtain, and implement equivalent services, if we are able to do so at all. Any of these circumstances could materially adversely affect our business, financial condition, and results of operations.

Any disruptions, outages, defects, and other performance and quality problems with our platform or with the public cloud and internet infrastructure on which it relies, or any material change in our contractual and other business relationships with any public cloud providers we contract with, could result in reduced use of our platform, increased expenses, including service credit obligations, and harm to our brand and reputation, any of which could have a material adverse effect on our business, financial condition, and results of operations.

Real or perceived errors, failures, vulnerabilities or bugs in our platform could materially adversely affect our business and growth prospects.

Because our platform is complex, undetected errors, failures, vulnerabilities, or bugs may occur, especially when updates are deployed. We have discovered and expect we will continue to discover software errors, failures, vulnerabilities, and bugs in our platform and supporting information technology systems, and anticipate that certain of these errors, failures, vulnerabilities, and bugs will only be discovered and remediated after deployment to customers. Software errors, failures, vulnerabilities, and bugs in our platform or information technology systems could materially adversely affect our business and growth prospects.

Any failure to offer high-quality product support may adversely affect our relationships with our customers, our reputation, and our business, financial condition, and results of operations.

In using our AI Analytics Platform, our customers depend on our product support team to resolve complex technical and operational issues. We may be unable to respond quickly enough to accommodate short-, medium-, and long-term increases in customer demand for product support. We also may be unable to modify the nature, scope, and delivery of our product support to compete with changes in product support services provided by our competitors. Increased customer demand for product support, without corresponding revenue, could increase costs and materially adversely affect our results of operations. Our sales are highly dependent on our business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality product support, or a market perception that we do not maintain high-quality product support, could materially adversely affect our reputation, our ability to sell our AI Analytics Platform to our customers and prospective customers, and our business, financial condition, and results of operations.

Incorrect or improper implementation or use of our AI Analytics Platform could result in customer dissatisfaction and materially adversely affect our business, financial condition, and results of operations.

We often assist our customers in implementing our AI Analytics Platform (whether through us directly or through a third-party implementation partner), and they may need training in the proper use of our AI Analytics Platform to maximize its potential and avoid inadequate performance. If we or our implementation partners fail to train customers on how to efficiently and effectively use our AI Analytics Platform or if we fail to provide adequate product support to our customers, we may lose opportunities for additional subscriptions, customers may choose not to renew or expand the use of our AI Analytics Platform, we may experience negative publicity or legal claims against us, and our reputation and brand may suffer. Any of these circumstances could materially adversely affect our business, financial condition, and results of operations.

If we fail to integrate our platform with a variety of operating systems, software applications, and platforms that are developed by others, our platform may become less marketable, less competitive, or obsolete, and our business, financial condition, results of operations, and growth prospects could be materially adversely affected.

Our customers and prospective customers expect our AI Analytics Platform to integrate with a variety of software platforms, and we need to continuously modify and enhance our platform to adapt to changes in software, browser, and database technologies. We have developed our platform to be able to integrate with third-party SaaS applications through the interaction of application programming interfaces ("APIs"). In general, we rely on the fact that the providers of such software systems continue to allow us access to their APIs to enable these custom integrations. We are subject to the standard terms and conditions of such providers, or other agreements we may have with them, which govern the distribution, operation, and fees of such software systems, and which may be subject to change by such providers. As a result of limits or prohibitions by other parties, unacceptable terms, technical difficulties, our failure to recognize demand, or for other reasons, we may not successfully build, deploy, or offer the integrations needed. If we fail to offer a variety of integrations or the integrations that our customers and prospective customers expect and demand, then our AI Analytics Platform may become less marketable, less competitive, or obsolete, and our business, financial condition, results of operations, and growth prospects could be materially adversely affected.

We do not have the history with our subscription or pricing models necessary to accurately predict optimal pricing necessary to attract new customers and retain existing customers.

We have limited experience with respect to determining the optimal prices for our AI Analytics Platform and, as a result, we have in the past needed, and expect in the future that we will need, to change our pricing model from time to time. As the market for our AI Analytics Platform matures, or as new competitors introduce new products or services that compete with ours, we may be unable to attract new customers at the same price or based on the same pricing models as we have used historically. Pricing decisions may also impact the mix of adoption among our subscription plans and negatively impact our overall revenue. Although we occasionally upsell within contract terms based on customer needs, substantially all of our customer contracts have a subscription period of one year or longer, for which we primarily bill annually in advance with no obligation to renew. As a result, potential changes in our pricing policies, or our rate of customer expansion or retention, may not be fully reflected in our results of operations until future periods. Moreover, larger organizations may demand price concessions. As a result, in the future we may be required to reduce our prices, which could materially adversely affect our business, financial condition, and results of operations.

Failure to effectively develop and expand our sales and marketing capabilities, including our relationships with channel partners, could harm our ability to increase our customer base and achieve broader market acceptance of our products and platform.

In order to increase our sales to new and existing customers, we must expand our sales and marketing operations, including our sales force and third-party channel partners, and continue to dedicate significant resources to inbound sales and marketing programs, both domestically and internationally. Our ability to increase our customer base and achieve broader market acceptance of our products will depend, in part, on our ability to effectively organize, focus, and train our sales and marketing personnel. If we are unable to increase adoption of our AI Analytics Platform by new and existing customers, especially enterprise customers, our business, financial condition, and results of operations may be materially adversely affected.

Our efforts to develop and expand our sales and marketing capabilities will require us to invest significant financial and other resources, including in industries and sales channels in which we have limited experience to date. We may not achieve anticipated revenue growth from expanding our sales and marketing capabilities, and our business, financial condition, results of operations, and growth prospects may be materially adversely affected, if we are unable to hire, develop, integrate, and retain talented and effective sales personnel and global systems integrators, consultancies, and digital agencies; if our new and existing sales personnel are unable to achieve desired productivity levels in a reasonable period of time; or if our sales and marketing programs are not effective.

We may be unable to build and maintain successful relationships with our channel partners or such channel partners may fail to perform, which could materially adversely affect our business, financial condition, results of operations, and growth prospects.

We employ a go-to-market business model whereby a portion of our revenue is generated by sales through our channel partners, such as independent software vendors and resellers, that further expand the reach of our direct sales force into additional geographies, sectors, and industries. In particular, we have entered, and intend to continue to enter, into strategic sales distributor and reseller relationships in certain international markets where we do not have a local presence. We provide certain of our channel partners with specific training and programs to assist them in selling access to our AI Analytics Platform, but there can be no assurance that these steps will be effective. In addition, if our channel partners are unsuccessful in marketing and selling access to our AI Analytics Platform, it would limit our expansion into certain geographies, sectors, and industries. If we are unable to develop and maintain effective sales incentive programs for our channel partners, we may not be able to incentivize these partners to sell access to our AI Analytics Platform to customers.

Some of these partners may also market, sell, and support offerings that are competitive with ours, may devote more resources to the marketing, sales, and support of such competitive offerings, may have incentives to promote our competitors' offerings to the detriment of our own, or may cease selling access to our AI Analytics Platform altogether. Our channel partners could subject us to lawsuits, potential liability, and reputational harm if, for example, any of our channel partners misrepresents the functionality of our AI Analytics Platform to customers or violates laws or our or their corporate policies. Our ability to achieve revenue growth in the future will depend, in part, on our success in maintaining successful relationships with our channel partners, identifying additional channel partners, including in new markets, and training our channel partners to independently sell access to our AI Analytics Platform. If our channel partners are unsuccessful in selling access to our AI Analytics Platform, or if we are unable to enter into arrangements with or retain a sufficient number of high-quality channel partners in each of the regions in which we sell access to our AI Analytics Platform and keep them motivated to sell access to our AI Analytics Platform, our business, financial condition, results of operations, and growth prospects could be materially adversely affected.

If our marketing strategies are not effective in attracting new customers and retaining existing customers, our business and ability to grow our revenues would be harmed.

We rely on our marketing strategies—which consist of a combination of online and offline marketing programs such as online advertising, blogs, public relations, social media, user conferences, educational white papers and webinars, product demos, workshops, roundtables, and customer case studies, offering customers a free-tier, self-service option, and other inbound lead generation and outbound sales strategies—to drive our sales and revenue. These strategies may not continue to generate the level of sales necessary to increase our revenue. If our outbound sales efforts are unsuccessful at attracting new customers and retaining existing customers, we may be unable to grow our market share and revenue. If our customer base does not continue to grow through word-of-mouth marketing and viral adoption or outbound sales efforts, we may be required to incur significantly higher sales and marketing expenses in order to acquire new subscribers, which could materially adversely affect our business and results of operations. In addition, high levels of customer satisfaction and market adoption are central to our marketing model. Any decrease in our customers' satisfaction with our products, including as a result of actions outside of our control, could harm word-of-mouth referrals and our brand.

Additionally, many customers never convert from our free-tier, self-service option to a paid subscription contract. Further, we often depend on individuals within an organization who initiate our free-tier, self-service option being able to convince decision-makers within their organization to convert to a subscription contract. Many of these organizations have complex and multi-layered purchasing requirements. To the extent that these free-tier customers do not become paying subscribers, we will not realize the intended benefits of this marketing strategy.

Sales efforts to larger organizations involve risks that may not be present or that are present to a lesser extent with respect to sales to smaller organizations.

We have experienced rapid growth in our customer base since our inception. Although our growth strategy includes acquiring new customers across industries, company size, and stages of digital maturity, we believe there is a significant opportunity to continue to penetrate the largest global organizations. Sales to larger organizations involve risks that may not be present, or that are present to a lesser extent, with sales to smaller organizations, such as longer sales cycles, more complex customer requirements, substantial upfront sales costs, and less predictability in completing some of our sales. For example, enterprise customers, which we define as customers with more than 1,000 employees or $100 million in revenue, may require considerable time to evaluate and test our AI Analytics Platform prior to making a purchase decision and placing an order. A number of factors influence the length and variability of our sales cycle, including the need to educate potential customers about the uses and benefits of our AI Analytics Platform, the discretionary nature of purchasing and budget cycles, and the competitive nature of evaluation and purchasing approval processes. As a result, the length of our sales cycle, from identification of the opportunity to deal closure, may vary significantly from customer to customer, with sales to enterprises typically taking longer to complete. In recent periods, the average length of our sales cycle to enterprises was four to six months, as compared to one to three months to non-enterprise customers. In addition, larger organizations may demand more features and integration services. Sales to larger organizations also may increase the variability of our financial results. If we are unable to close one or more expected significant transactions with these customers in a particular period, or if an expected transaction is delayed until a subsequent period, our results of operations for that period, and for any future periods in which revenue from such transaction would otherwise have been recognized, may be adversely affected. If we fail to effectively manage these risks associated with sales cycles and sales to larger organizations, our business, financial condition, and results of operations may be materially adversely affected.

If we are unable to maintain and enhance our brand, our business, financial condition, and results of operations may be materially adversely affected.

We believe that maintaining and enhancing our reputation as a differentiated and category-defining company in AI analytics is critical to our relationships with our existing customers and to our ability to attract new customers. The successful promotion of our brand attributes will depend on a number of factors, including our marketing efforts, our ability to ensure that our platform remains reliable and secure, our ability to continue to develop high-quality software, and our ability to successfully differentiate our AI Analytics Platform from competitive products and services. In addition, independent industry analysts often provide reviews of our AI Analytics Platform, as well as products and services offered by our competitors, and the market perception of our AI Analytics Platform may be significantly influenced by these reviews. If these reviews are negative, or less positive as compared to those of our competitors' products and services, our brand may be adversely affected. It may also be difficult to maintain and enhance our brand in connection with sales through channel or strategic partners.

The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, as we expand into new markets, and as more sales are generated through our channel partners. To the extent that these activities yield increased revenue, this revenue may not offset the increased expenses we incur. If we do not successfully maintain and enhance our brand, our business may not grow, we may have reduced pricing power relative to competitors, and we could lose customers or fail to attract potential customers, all of which would materially adversely affect our business, financial condition, and results of operations.

Our operations are international in scope, and we plan further geographic expansion, creating a variety of operational challenges.

For the years ended December 31, 2025 and 2024, 39% and 40% of our revenue was generated outside the United States, respectively. A component of our growth strategy involves the further expansion of our operations and customer base internationally, which will require significant dedication of management attention and financial resources. We are continuing to adapt to and develop strategies to address international markets, but there is no guarantee that such efforts will have the desired effect. Our sales organization outside the United States is substantially smaller than our sales organization in the United States, and to date, only a very small portion of our sales has been driven by resellers or other channel partners. To the extent we are unable to effectively engage with non-U.S. customers due to our limited sales force capacity and limited channel partners, we may be unable to effectively grow in international markets.

Our current and future international business and operations involve a variety of risks, including:

- slower than anticipated public cloud adoption by international businesses;
- changes, which may be unexpected, in a specific country's or region's political, economic, or legal and regulatory environment, including armed conflicts, pandemics, terrorist activities, tariffs, trade wars, or long-term environmental risks;
- the need to adapt and localize our AI Analytics Platform for specific countries;
- longer payment cycles and greater difficulty enforcing contracts, collecting accounts receivable, or satisfying revenue recognition criteria, especially in emerging markets;
- new, evolving, and more stringent regulations relating to privacy and data security and the unauthorized use of, or access to, commercial and personal information, particularly in Europe;
- differing and potentially more onerous labor regulations, especially in Europe, where labor laws are generally more advantageous to employees as compared to the United States, including deemed hourly wage and overtime regulations in these locations;
- challenges inherent in efficiently managing, and the increased costs associated with, an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits, and compliance programs that are specific to each jurisdiction;
- difficulties in managing a business in new markets with diverse cultures, languages, customs, legal systems, alternative dispute systems, and regulatory systems;
- increased travel, real estate, infrastructure, and legal compliance costs associated with international operations;
- currency exchange rate fluctuations and the resulting effect on our revenue and expenses, and the cost and risk of entering into hedging transactions if we choose to do so in the future;
- limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries;
- laws and business practices favoring local competitors or general market preferences for local vendors;
- limited or insufficient intellectual property protection or difficulties obtaining, maintaining, protecting, or enforcing our intellectual property rights, including our trademarks and patents;
- global political, social or macroeconomic events, including the war in Ukraine, the conflicts in the Middle East, and potential public health epidemics or pandemics, that could decrease economic activity in certain markets, decrease use of our products and services, or decrease our ability to import, export, or sell our products and services to existing or new customers in international markets;
- exposure to liabilities under export control, economic and trade sanctions, anti-corruption, and anti-money laundering laws, including the Export Administration Regulations, regulations administered by the Office of Foreign Assets Control, the U.S. Foreign Corrupt Practices Act ("FCPA"), U.S. bribery laws, the UK Bribery Act, and similar laws and regulations in other jurisdictions;
- increased financial accounting and reporting burdens and complexities;
- requirements or preferences for domestic products;
- differing technical standards, existing or future regulatory and certification requirements, and required features and functionality;

- burdens of complying with laws and regulations related to privacy and data security, including the E.U. General Data Protection Regulation (“EU GDPR”) and similar laws and regulations in other jurisdictions; and
- burdens of complying with laws and regulations related to taxation, and regulations, adverse tax burdens, and foreign exchange controls that could make it difficult to repatriate earnings and cash.

If we invest substantial time and resources to further expand our international operations and are unable to do so successfully and in a timely manner, our business, financial condition, and results of operations could be materially adversely affected.

The war in Ukraine could materially adversely affect our business, results of operations, and financial condition.

In February 2022, Russian military forces invaded Ukraine, and although the length, impact, and outcome of the ongoing war in Ukraine is highly unpredictable, this war has led, and could continue to lead, to significant market and other disruptions, including instability in financial markets, supply chain interruptions, political and social instability, and changes in consumer or purchaser preferences, as well as an increase in cyberattacks, intellectual property theft, and espionage.

We are continuing to monitor the situation in Ukraine and assessing its impact on our business, including our business partners and customers. Such circumstances, combined with sanctions have resulted in disruptions to our customers' businesses in the impacted regions, including, at times, their ability to pay for our services.

We have no way to predict the progress or outcome of the war in Ukraine or its impacts in Ukraine, Russia, or surrounding countries as the war, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the war, sanctions, and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the above-mentioned factors could materially adversely affect our business, financial condition, and results of operations. Any such disruptions may also magnify the impact of other risks described in this “Risk Factors” section and elsewhere in this Annual Report on Form 10-K.

We derive, and expect to continue for some time to derive, substantially all of our revenue from our Amplitude Analytics product.

Although we have released our Amplitude Session Replay, Feature Experimentation, Web Experimentation, Audience Activation, Guides and Surveys, AI Agents, Amplitude Model Context Protocol ("MCP"), AI Visibility, AI Feedback and Automated Insights products, we currently derive, and expect to continue for some time to derive, a significant portion of our revenue from our Amplitude Analytics product. As such, the continued growth in demand for, and market acceptance, of Amplitude Analytics is critical to our success. Demand for Amplitude Analytics and our other products and platform functionality is affected by a number of factors, many of which are beyond our control, such as continued market acceptance of our products by customers for existing and new use cases, the timing of development and release of new products, features, and functionality that are lower-cost alternatives introduced by us or our competitors, technological changes, and developments within the markets we serve, and growth or contraction in our addressable markets. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our products, particularly our Amplitude Analytics product, our business, financial condition, and results of operations could be materially adversely affected.

We invest significantly in research and development, and to the extent our research and development investments do not translate into new products or material enhancements to our current products, or if we do not use those investments efficiently, our business, financial condition, and results of operations would be materially adversely affected.

For the years ended December 31, 2025 and 2024, our research and development expenses were 28% and 33% of our revenue, respectively. If we do not spend our research and development budget efficiently or effectively on compelling innovation and technologies, our business may be harmed. Moreover, research and development projects can be technically challenging and expensive. The nature of these research and development cycles may cause us to experience delays between the time we incur expenses associated with research and development and the time we are able to offer compelling products and generate revenue, if any, from such investment. Additionally, anticipated customer demand for a product or service we are developing could decrease after the development cycle has commenced, and we would nonetheless be unable to avoid substantial costs associated with the development of any such product or service. If we expend a significant amount of resources on research and development and our efforts do not lead to the successful introduction or improvement of products that are competitive in our current or future markets, our business, financial condition, and results of operations would be materially adversely affected.

We agree to indemnify customers and other third parties, which exposes us to substantial potential liability.

Our contracts with customers and other third parties may include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses arising from alleged infringement, misappropriation, or other violation of intellectual property rights, data protection violations, breaches of representations and warranties, damage to property or persons, or other liabilities arising from our platform or such contracts. Although we attempt to limit our indemnity obligations, an event triggering our indemnity obligations could give rise to multiple claims involving multiple customers or other third parties. These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers and other third parties, regardless of the merits of these claims. We may not have adequate or any insurance coverage and may be liable for up to the full amount of the indemnified claims, which could result in substantial liability or material disruption to our business or could negatively impact our relationships with customers or other third parties, reduce demand for our products, and materially adversely affect our business, financial condition, and results of operations.

We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all.

We intend to continue to make investments to support our business, which may require us to engage in debt or equity financings to secure additional funds. Additional financing may not be available on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could materially adversely affect our business, financial condition, and results of operations. If we incur debt, the debt holders would have rights senior to holders of common stock to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in the future will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future issuances of debt or equity securities. As a result, our stockholders bear the risk of future issuances of debt or equity securities reducing the value of our common stock and diluting their interests.

Risks Related to Our Intellectual Property

Our intellectual property rights may not protect our business or provide us with a competitive advantage, which could have a material adverse effect on our business, financial condition, and results of operations.

To be successful, we must protect our technology and brand in the United States and other jurisdictions through trademarks, trade secrets, patents, copyrights, service marks, invention assignments, contractual restrictions, and other intellectual property rights and confidentiality procedures. Despite our efforts to implement these protections, these measures may not protect our business or provide us with a competitive advantage for a variety of reasons, including:

- our failure to obtain patents and other intellectual property rights for important innovations or maintain appropriate confidentiality and other protective measures to establish and maintain our trade secrets;
- uncertainty in, and evolution of, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights;
- potential invalidation of our intellectual property rights through administrative processes or litigation;
- any inability by us to detect infringement or other misappropriation of our intellectual property rights by third parties; and
- other practical, resource, or business limitations on our ability to enforce our rights.

Further, the laws of certain foreign countries, particularly certain developing countries, do not provide the same level of protection of corporate proprietary information and assets, such as intellectual property, trademarks, trade secrets, know-how, and records, as the laws of the United States. As a result, we may encounter significant problems in protecting and defending our intellectual property or proprietary rights in foreign jurisdictions. Additionally, we may also be exposed to material risks of theft or unauthorized reverse engineering of our proprietary information and other intellectual property, including technical data, data sets, or other sensitive information. Our efforts to enforce our intellectual property rights in such foreign countries may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop, which could have a material adverse effect on our business, financial condition, and results of operations.

We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances. No assurance can be given that these agreements will be effective in controlling access to and distribution of our products and proprietary information. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our platform and offerings.

Further, litigation may be necessary to enforce our intellectual property or proprietary rights, protect our trade secrets, or determine the validity and scope of proprietary rights claimed by others. Any litigation, whether or not resolved in our favor, could result in significant expense to us, divert the efforts of our technical and management personnel, and result in counterclaims with respect to infringement of intellectual property rights by us. If we are unable to prevent third parties from infringing upon or misappropriating our intellectual property or are required to incur substantial expenses defending our intellectual property rights, our business, financial condition, and results of operations may be materially adversely affected.

We may become subject to intellectual property disputes, which are expensive to support and, if resolved adversely, may subject us to significant liability and increased costs of doing business, which could have a material adverse effect on us.

We compete in markets where there are a large number of patents, copyrights, trademarks, trade secrets, and other intellectual and proprietary rights, as well as disputes regarding infringement of these rights. Many of the holders of patents, copyrights, trademarks, trade secrets, and other intellectual and proprietary rights have extensive intellectual property portfolios and greater resources than we do to enforce their rights. As compared to our large competitors, our patent portfolio is relatively undeveloped and may not provide a material deterrent to such assertions or provide us with a strong basis to counterclaim or negotiate settlements. Further, to the extent assertions are made against us by entities that hold patents but are not operating companies, our patent portfolio may not provide deterrence because such entities are not concerned with counterclaims.

Any intellectual property litigation to which we become a party may require us to do one or more of the following:

- cease selling, licensing, or using products or features that incorporate the intellectual property rights that we allegedly infringe, misappropriate, or violate;
- make substantial payments for legal fees, settlement payments, subscription fee refunds, or other costs or damages, including indemnification of third parties;
- obtain a license or enter into a royalty agreement, either of which may not be available on reasonable terms or at all, in order to obtain the right to sell or use the relevant intellectual property; or
- redesign the allegedly infringing products to avoid infringement, misappropriation, or violation, which could be costly, time-consuming, or impossible.

Intellectual property litigation is typically complex, time consuming, and expensive to resolve and would divert the resources, time, and attention of our management and technical personnel, which might seriously harm our business, financial condition, and results of operations. We may be required to settle such litigation on terms that are unfavorable to us. For example, a settlement may require us to obtain a license to continue practices found to be in violation of a third party's rights, which may not be available on reasonable terms and may significantly increase our operating expenses. A license to continue such practices may not be available to us at all. As a result, we may also be required to develop alternative, non-infringing technology or practices or discontinue the practices. The development of alternative non-infringing technology or practices would require significant effort and expense. Similarly, if any litigation to which we may be a party fails to settle and we go to trial, we may be subject to an unfavorable judgment which may not be reversible upon appeal.

Further, such litigation may also result in adverse publicity, which could harm our reputation and ability to attract or retain customers. As we grow, we may experience a heightened risk of allegations of intellectual property infringement. An adverse result in any litigation claims against us could have a material adverse effect on our business, financial condition, and results of operations.

Additionally, a number of aspects of intellectual property protection in the field of AI and machine learning are currently under development, and there is uncertainty and ongoing litigation in different jurisdictions as to the degree and extent of protection warranted for AI and machine learning systems and relevant system input and outputs. The law is also uncertain across jurisdictions regarding the copyright ownership of content that is produced in whole or in part by generative AI tools. Our generative AI Technologies that are embedded in our AI Analytics Platform could generate output that is infringing, and we could be subject to claims or lawsuits, including for infringement of third-party intellectual property rights as a result of the output of such generative AI Technologies. If we fail to obtain protection for the intellectual property rights concerning our AI Technologies, or later have our intellectual property rights invalidated or otherwise diminished, our competitors may be able to take advantage of our research and development efforts to develop competing products which could adversely affect our business, reputation and financial condition.

Our use of "open-source" software could negatively affect our ability to sell our platform and subject us to possible litigation.

We use software in our AI Analytics Platform that is licensed from third parties pursuant to open-source licenses. Certain open-source software licenses require a user who distributes or otherwise makes available the open-source software in connection with the user's proprietary software to disclose publicly part or all of the source code to the user's proprietary software. The use and distribution of open-source software may entail greater risks than the use of third-party commercial software, as open-source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Additionally, certain open-source software licenses are difficult to interpret and require the user of such software to make the source code of any derivative works of the open-source code and certain related software available to third parties with few restrictions on the use or further distribution of such software by such third parties. As a result, we may face claims from others seeking to enforce the terms of an open-source license, including by demanding the release of derivative works of the open-source software and our proprietary source code that was developed or used in connection with such software. These claims could also result in litigation and require us to replace certain open-source software with proprietary software licensed under costly commercial licenses or require us to devote additional research and development resources to change our platform, any of which would have a material adverse effect on our business and results of operations. Although we have implemented policies to regulate the use and incorporation of open-source software into our platform, we cannot be certain that we have not incorporated open-source software in our platform in a manner that is inconsistent with such policies. Any use of open-source software inconsistent with our policies or licensing terms could materially adversely affect our business, financial condition, and results of operations.

Risks Related to Regulatory Compliance and Legal Matters

We are subject to government regulation, including import, export control, economic sanctions, and trade sanctions, and anti-corruption laws and regulations, which may expose us to liability and increase our costs.

Our activities must be conducted in compliance with U.S. export controls, including the U.S. Department of Commerce's Export Administration Regulations and economic and trade sanctions regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"). These regulations may limit the export of our products and provision of our services outside of the United States, or may require export authorizations, including by license, a license exception, or other appropriate government authorizations, including annual or semi-annual reporting and the filing of an encryption registration. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons, and entities. In addition, various countries regulate the importation of certain products, through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. The exportation, reexportation, and importation of our products and the provision of services, including by our partners, must comply with these laws or else we may be adversely affected, through reputational harm, government investigations, penalties, and a denial or curtailment of our ability to export our products or provide services. Complying with export control and sanctions laws may be time consuming and may result in the delay or loss of sales opportunities. Although we have controls designed to prevent our services from being used in violation of such laws, we are aware of a limited number of past occasions in which persons from U.S. sanctioned countries or regions appear to have accessed our platform. We have taken measures designed to prevent such situations from reoccurring, but there can be no guarantee that such measures will be successful in every case. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for individuals working for us. Changes in export or import laws, or corresponding sanctions, may delay the introduction and sale of our services in international markets, or, in some cases, prevent the export or import of our services to certain countries, regions, governments, persons, or entities altogether, which could materially adversely affect our business, financial condition, and results of operations.

We are also subject to various domestic and international anti-corruption laws, such as the FCPA and the UK Bribery Act, as well as other similar anti-bribery and anti-kickback laws and regulations. These laws and regulations generally prohibit companies and their employees and intermediaries from directly or indirectly authorizing, promising, offering, or providing payments or benefits to government officials and other recipients for improper purposes, such as to obtain or retain business improperly or secure an improper business advantage. We rely on certain third parties to support our sales and regulatory compliance efforts and can be held liable in certain cases for their corrupt or other illegal activities, even if we do not explicitly authorize such activities. The FCPA also requires that we keep accurate books and records and maintain a system of adequate internal controls. Although we take precautions to prevent violations of these laws, we cannot provide assurance that our internal controls and compliance systems will always prevent misconduct by our employees, agents, third parties, or business partners. Our exposure for violating these laws will increase as our international presence expands and as we increase sales and operations in foreign jurisdictions.

Violations of applicable anti-corruption, export controls, or economic, and trade sanctions laws could subject us to significant sanctions, including civil or criminal fines and penalties, disgorgement of profits, injunctions, and debarment from government contracts, as well as related stockholder lawsuits and other remedial measures, all of which could adversely affect our reputation, business, financial condition, and results of operations. Violations or allegations of violations could also result in whistleblower complaints, adverse media coverage, and investigations, any of which could have a material adverse effect on our reputation, business, and results of operations.

Our business may be affected by the evolving regulatory framework for AI Technologies.

The regulatory framework for AI Technologies is rapidly evolving as many federal, state, and foreign government bodies and agencies have introduced or are currently considering additional laws, regulations, self-regulatory frameworks, guidelines and statutes. Additionally, existing laws and regulations may be interpreted in ways that would affect the operation of our AI Technologies. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, guidelines, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations.

Already, certain existing legal regimes (e.g., relating to data privacy) regulate certain aspects of AI Technologies, and new laws regulating AI Technologies have either entered into force in the United States and the EU in 2025 or are expected to enter into force in the future. In the United States, the Trump administration has rescinded an executive order relating to the safe and secure development of AI Technologies that was previously implemented by the Biden administration. The Trump administration then issued a new executive order that, among other things, requires certain agencies to develop and submit to the president action plans to "sustain and enhance America's global AI dominance" and to specifically review and, if possible, rescind rulemaking conducted pursuant to the rescinded Biden executive order. The Trump administration may continue to rescind other existing federal orders and/or administrative policies relating to AI Technologies or may implement new executive orders and/or other rule making relating to AI Technologies in the future. Accordingly, the scope and direction of orders, policies, rules and regulations related to AI Technologies at the federal level in the United States in the near future is uncertain. Any such changes at the federal level could require us to expend significant resources to modify our products, services, or operations to ensure compliance or remain competitive. U.S. legislation related to AI Technologies has also been introduced at the federal level and is advancing at the state level. For example, the California Privacy Protection Agency in 2025 finalized regulations under the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act (collectively, the "CCPA") regarding the use of automated decision-making. California also enacted a number of new laws that further regulate use of AI Technologies and provide consumers with additional protections around companies' use of AI Technologies, such as requiring companies to disclose certain uses of generative AI. Other states have also passed AI-focused legislation, such as Colorado's Artificial Intelligence Act, which will require developers and deployers of "high-risk" AI systems to implement certain safeguards against algorithmic discrimination, and Utah's Artificial Intelligence Policy Act, which establishes disclosure requirements and accountability measures for the use of generative AI in certain consumer interactions.

In Europe, on August 1, 2024, the EU Artificial Intelligence Act (the "EU AI Act") entered into force, and establishes a comprehensive, risk-based governance framework for AI in the EU market. The majority of the substantive requirements will apply from August 2, 2026. The EU AI Act applies to companies that develop, use, and/or provide AI in the EU and—depending on the AI use case—includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI and foundation models, and fines for breach of up to 7% of worldwide annual turnover. In addition, the revised EU Product Liability Directive came into force in December 2024, to be implemented into EU member state national law by December 2026. This Directive extends the EU's existing strict product liability regime to AI Technologies and AI-enabled products, and facilitates civil claims in respect of harm caused by AI. Once fully applicable, the EU AI Act and the Liability Directives will have a material impact on the way AI is regulated in the EU. Global "digital" regulations continue to develop and evolve, including the EU GDPR, ePrivacy Directive and the Data Act (the "Data Act"). Further, in Europe we are subject to the EU GDPR, which regulates our use of personal data for automated decision making that results in a legal or similarly significant effect on an individual, and provides rights to individuals in respect of that automated decision making. Recent case law from the Court of Justice of the European Union ("CJEU") has taken an expansive view of the scope of the EU GDPR's requirements around automated decision making and introduced uncertainty in the interpretation of these rules. Specifically, the CJEU has expanded the scope for automated decision making under the EU GDPR by finding that automated decision making activities can fall within the EU GDPR's restrictions on those activities even if the required legal or similarly significant effect for the individual is carried out by a third party. The EU AI Act, and developing interpretation and application of the EU GDPR in respect of automated decision making, together with developing guidance and/or decisions in this area, may affect our use of AI Technologies and our ability to provide, improve or commercialize our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition. Further, the Data Act came into force on September 12, 2025. The Data Act may apply to our provision of data processing services in the EU and introduces a general requirement to remove pre-commercial, commercial, technical, contractual and other barriers that inhibit our customers from terminating contracts, porting data or unbundling services. We are monitoring developments in this area. The changes introduced by the Data Act may impact the duration of customer relationships and result in additional compliance and operational costs, which may affect our business. If any of our data processing activities are found to violate the requirements imposed by this law, we may incur substantial fines, have to change our business practices, and face reputational harm, any of which could have an adverse effect on our business.

It is possible that new laws and regulations will be adopted in the United States and in other non-U.S. jurisdictions, or that existing laws and regulations, including competition and antitrust laws, may be interpreted in ways that would limit our ability to use AI Technologies for our business, or require us to change the way we use AI Technologies in a manner that negatively affects the performance of our products, services, and business and the way in which we use AI Technologies. We may need to expend resources to adjust our products or services in certain jurisdictions if the laws, regulations, or decisions are not consistent across jurisdictions. Further, the cost to comply with such laws, regulations, or decisions and/or guidance interpreting existing laws, could be significant and would increase our operating expenses (such as by imposing additional reporting obligations regarding our use of AI Technologies). Such an increase in operating expenses, as well as any actual or perceived failure to comply with such laws and regulations, could adversely affect our business, financial condition, and results of operations.

Our business may be affected by sanctions, export controls, and similar measures targeting Russia and other countries and territories, as well as other responses to Russia's invasion of Ukraine.

As a result of Russia's invasion of Ukraine, governmental authorities in the United States, the European Union, and the United Kingdom, among others, launched an expansion of coordinated sanctions and export control measures, including, for example:

- blocking sanctions on some of the largest state-owned and private Russian financial institutions (and their subsequent removal from the Society for Worldwide Interbank Financial Telecommunication payment system);
- blocking sanctions against Russian and Belarusian individuals, including the Russian President, other politicians, and those with government connections or involvement in Russian military activities;
- blocking sanctions against certain Russian businessmen and their businesses, some of which have significant financial and trade ties to the European Union;
- blocking of Russia's foreign currency reserves and prohibition on secondary trading in Russian sovereign debt and certain transactions with the Russian Central Bank, National Wealth Fund, and the Ministry of Finance of the Russian Federation;
- expansion of sectoral sanctions in various sectors of the Russian and Belarusian economies and the defense sector;
- U.K. sanctions introducing restrictions on providing loans to, and dealing in securities issued by, persons connected with Russia;
- restrictions on access to the financial and capital markets in the European Union, as well as prohibitions on aircraft leasing operations;
- sanctions prohibiting most commercial activities of U.S., U.K., and E.U. persons in the so-called People's Republic of Donetsk and the so-called People's Republic of Luhansk (and, with respect to the European Union, the areas of Kherson and Zaporizhzhia not controlled by the Ukrainian government), with all of these new restrictions largely tracking prior prohibitions relating to Crimea and Sevastopol;
- enhanced import and export controls and trade sanctions targeting Russia's imports of technological goods, including E.U. and U.K. prohibitions on exporting a wide range of "industrial" goods to Russia (and on importing a large number of "revenue-generating" goods from Russia). The restrictions also include bans on the export of large numbers of "luxury" items to Russia (and in some cases also to Belarus), tighter controls on exports and reexports of dual-use items, stricter licensing policy with respect to issuing export licenses, and/or increased use of "end-use" controls to block or impose licensing requirements on exports, as well as higher import tariffs;
- the closure of airspace to Russian aircraft;
- ban on imports of Russian oil, liquefied natural gas, and coal to the United States and on "new investment" in Russia's energy sector (often with similar bans being enacted in the United Kingdom and the European Union);
- ban on imports of Russian fish, seafood, and preparations thereof, alcoholic beverages, non-industrial diamonds, and gold to the United States;
- a ban on "new investment" in the Russian Federation by a U.S. person, which may be interpreted broadly (with a similar prohibition also enacted by the United Kingdom);
- bans on the provision of certain professional services, including accounting, trust and corporate formation, auditing, and management consulting services, and information technology and software services, among others; and
- bans on the provision of services related to the worldwide maritime transportation of seaborne Russian oil, if purchased above a specific price cap.

As the war in Ukraine continues, there can be no certainty regarding whether the governmental authorities in the United States, the European Union, the United Kingdom, or other countries will impose additional sanctions, export controls, or other measures targeting Russia, Belarus, or other territories. Furthermore, in retaliation against new international sanctions and as part of measures to stabilize and support the volatile Russian financial and currency markets, the Russian authorities also imposed significant currency control measures aimed at restricting the outflow of foreign currency and capital from Russia, imposed various restrictions on transacting with non-Russian parties, banned exports of various products, and imposed other economic and financial restrictions.

Our business must be conducted in compliance with applicable economic and trade sanctions laws and regulations, including those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, the U.S. Department of State, the U.S. Department of Commerce, the United Nations Security Council, and other relevant governmental authorities. We must be ready to comply with the existing and any other potential additional measures imposed in connection with the war in Ukraine. The imposition of such measures could adversely impact our business, including preventing us from performing existing contracts, recognizing revenue, pursuing new business opportunities, or receiving payment for subscriptions from our existing customers.

On June 12, 2024, the U.S. Department of the Treasury's Office of Foreign Assets Control issued, pursuant to Executive Order 14071 and 31 CFR § 587.802, a determination—"Prohibition on Certain Information Technology and Software Services"—that restricts the provision of certain IT and software-related services to Russia. The determination prohibits U.S. persons, wherever located, from exporting, reexporting, selling, or supplying IT support and cloud-based services for enterprise management software and design and manufacturing software to persons located in Russia. Although it is not clear that Amplitude's software and services are captured by this determination, out of an abundance of caution, we ceased providing our software or IT support or cloud-based services to persons located in Russia on September 12, 2024, when the determination took effect.

We believe we do not currently have contracts directly with the entities or businesses on a sanctions-related list of designated persons maintained by OFAC, the U.S. Department of State, the United Nations Security Council, the European Union, any Member States of the European Union, or the United Kingdom, and we currently do not have facilities or employees in Russia, Belarus, the Crimea Region of Ukraine, the so-called Donetsk People's Republic, or the so-called Luhansk People's Republic. We continue to review and monitor our contractual relationships with suppliers and customers to establish whether any are implicated by applicable sanctions. However, given the range of possible outcomes, the full costs, burdens, and limitations on our and our customer's and business partners' businesses are currently unknown and may become significant. As a result, based on the extent and breadth of sanctions, export controls, and other measures that may be imposed and related effects in connection with the war in Ukraine, it is possible that our business, financial condition, and results of operations could be materially adversely affected.

Complying with evolving privacy and other data-related laws, as well as contractual and other requirements, may be expensive and force us to make adverse changes to our business, and the failure or perceived failure to comply with such laws, contracts, and other requirements could result in adverse reputational and brand damage and significant fines and liability or otherwise materially adversely affect our business and growth prospects.

We are subject to numerous federal, state, local, and foreign privacy and data protection laws, regulations, policies, and contractual obligations that apply to the collection, transmission, storage, processing, sharing, disclosure, security, and use of personal information or personal data which, among other things, impose certain requirements relating to the privacy and security of personal information and other data. Laws and regulations governing privacy and data protection, the use of the internet as a commercial medium, the use of data in AI and ML, and data sovereignty requirements are rapidly evolving, extensive, complex, and include inconsistencies and uncertainties and may conflict with other rules or our practices. Further, new laws, rules, and regulations could be enacted with which we are not familiar or with which our current practices do not comply.

We may incur significant expenses to comply with the laws, regulations, and other obligations that apply to us. For example, in Europe, we are subject to the EU GDPR and to the United Kingdom General Data Protection Regulation and Data Protection Act 2018 (collectively, the "UK GDPR") (the EU GDPR and UK GDPR together referred to as the "GDPR"). The GDPR went into effect in May 2018 and imposes stringent data protection requirements for processing the personal data of individuals within the EEA or UK in the context of our activities within the EEA or UK, including certain disclosure requirements, limitations on retention of personal data, mandatory data breach notification requirements, and additional obligations. Non-compliance with the GDPR can trigger fines of up to the greater of €20 million / £17.5 million or 4% of our global annual turnover. Among other requirements, the GDPR regulates transfers of personal data subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the United States, and the efficacy and longevity of current transfer mechanisms between the EEA and the United States remains uncertain. Case law from the CJEU states that reliance on the standard contractual clauses—a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism—alone may not necessarily be sufficient in all circumstances and that transfers must be assessed on a case-by-case basis. We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue, and international transfers to the United States and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. As the regulatory guidance and enforcement landscape in relation to data transfers continue to develop, we may have to make certain operational changes and we will have to implement revised standard contractual clauses and other relevant documentation for existing data transfers within required time frames.

In addition to the European Union and United Kingdom, a growing number of other global jurisdictions are considering, or have passed, legislation implementing data protection requirements or requiring local storage and processing of data or similar requirements that could increase the cost and complexity of delivering our platform, particularly as we expand our operations internationally. Some of these laws, such as the General Data Protection Law in Brazil, or the Act on the Protection of Personal Information in Japan, impose similar obligations as those under the GDPR. Others, such as those in Russia, India, and China, could potentially impose more stringent obligations, including data localization requirements. If we are unable to develop and offer features that meet legal requirements or help our customers meet their obligations under the laws or regulations relating to privacy, data protection, or information security, or if we violate or are perceived to violate any laws, regulations, or other obligations relating to privacy, data protection, or information security, we may experience reduced demand for our AI Analytics Platform, harm to our reputation, and could become subject to investigations, claims, and other remedies, which would expose us to significant fines, penalties, and other damages, all of which would harm our business. Further, given the breadth and depth of changes in global data protection obligations, compliance has caused us to expend significant resources, and such expenditures are likely to continue into the future as we continue our compliance efforts and respond to new interpretations and enforcement actions.

The data protection landscape is also rapidly growing and evolving in the United States. As our operations and business grow, we may become subject to or affected by new or additional data protection laws and regulations and face increased scrutiny or attention from regulatory authorities. For example, the CCPA, requires covered businesses that process the personal information of California residents to, among other things: (i) provide certain disclosures to California residents regarding the business's collection, use, and disclosure of their personal information, (ii) receive and respond to requests from California residents to access, delete, and correct their personal information, or to opt out of certain disclosures of their personal information, and (iii) enter into specific contractual provisions with service providers that process California resident personal information on the business's behalf. Additional compliance investment and potential business process changes may be required. Similar laws have been passed in other states, reflecting a trend toward more stringent privacy legislation in the United States. The enactment of such laws may have potentially conflicting requirements that would make compliance challenging.

Additionally in 2024, the National Security Division of the U.S. Department of Justice ("DOJ") issued a rule—referred to as the "Data Security Program" ("DSP")—to implement Executive Order 14117 aimed at preventing access to "bulk U.S. sensitive personal data" and "government-related data" by "countries of concern" (including China, Russia, Iran, North Korea, Cuba, and Venezuela) and "covered persons" (as all such terms are defined in the DSP). Effective as of April 8, 2025, and fully enforceable as of July 9, 2025, the DSP imposes stringent obligations on companies within its scope and prohibits or restricts "covered data transactions" that grant countries of concern or covered persons access to bulk U.S. sensitive personal data or any amount of government-related data. The DSP is new, complex and has yet to be enforced, and as such, there is a risk that our interpretation of its applicability, scope, and requirements is incorrect, incomplete, or misapplied. Compliance with the DSP may require us to invest heavily in data security and compliance measures, implement new processes, stop or restrict certain data transfers, alter the geographic scope of our operations, cease doing business with certain third parties or using certain tools or vendors, or change how data flows throughout our business, any of which could materially impact our business operations.

Furthermore, the FTC and many state Attorneys General continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination, and security practices that appear to be unfair or deceptive. For example, according to the FTC, failing to take appropriate steps to keep consumers' personal information secure can constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the Federal Trade Commission Act. The FTC expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Additionally, federal and state consumer protection laws are increasingly being applied by FTC and states' attorneys general to regulate the collection, use, storage, and disclosure of personal or personally identifiable information, through websites or otherwise, and to regulate the presentation of website content. There are also a number of legislative proposals in the United States, at both the federal and state level, and in the European Union and elsewhere, that could impose new obligations in areas such as e-commerce and other related legislation or liability for copyright infringement by third parties. We cannot yet determine the impact that these future laws, regulations, and standards may have on our business.

Although we work to comply with applicable laws, regulations, and standards, our contractual obligations, and other legal obligations, these requirements are evolving and may be modified, interpreted, and applied in an inconsistent manner from one jurisdiction to another, and may conflict with one another or other legal obligations with which we must comply. Any failure or perceived failure by us or our employees, representatives, contractors, consultants, collaborators, or other third parties to comply with such requirements or adequately address privacy and security concerns, even if unfounded, could result in additional costs and liability to us and damage to our reputation, and could adversely affect our business and results of operations. In addition, if our practices are not consistent, or viewed as not consistent, with legal and regulatory requirements, including changes in laws, regulations, and standards or new interpretations or applications of existing laws, regulations, and standards, we may also become subject to audits, inquiries, whistleblower complaints, adverse media coverage, investigations, or criminal or civil sanctions, all of which may harm our business, financial condition, and results of operations.

Any future litigation against us could be costly and time-consuming to defend.

We may become, and have in the past been, subject to legal proceedings and claims that arise in the ordinary course of business, such as claims brought by our customers in connection with commercial disputes or employment claims made by our current or former employees. Litigation might result in substantial costs and may divert management's attention and resources, which might materially adversely affect our business, financial condition, and results of operations. Insurance might not cover such claims, might not provide sufficient payments to cover all the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us (including premium increases or the imposition of large deductible or co-insurance requirements). A claim brought against us that is uninsured or underinsured could result in unanticipated costs, potentially having a material adverse effect on our business, financial condition, and results of operations. In addition, we cannot be sure that our existing insurance coverage and coverage for errors and omissions will continue to be available on acceptable terms or that our insurers will not deny coverage as to any future claim. For additional information regarding our current litigation matters, see "Legal Matters" in Note 9 to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Risks Related to Tax and Accounting Matters

We face exposure to foreign currency exchange rate fluctuations.

We conduct transactions, particularly intercompany transactions, in currencies other than the U.S. dollar. While we have primarily transacted with customers and vendors in U.S. dollars, we have transacted in foreign currencies for subscriptions to our AI Analytics Platform, and we expect to significantly expand the number of transactions with customers for our AI Analytics Platform that are denominated in foreign currencies. A portion of our operating expenses are incurred outside the United States, denominated in foreign currencies, and subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound, Canadian Dollar, Singapore Dollar, Australian Dollar, and Japanese Yen. In addition, our international subsidiaries maintain net assets denominated in currencies other than the functional operating currencies of these entities. Accordingly, changes in the value of foreign currencies relative to the U.S. dollar can affect our results of operations due to transactional and translational remeasurements. As a result of these foreign currency exchange rate fluctuations, it could be more difficult to detect underlying trends in our business and results of operations. To the extent that fluctuations in currency exchange rates cause our results of operations to differ from our expectations or the expectations of our investors, the trading price of our Class A common stock could be adversely affected. We do not currently maintain a program to hedge transactional exposures in foreign currencies. However, in the future, we may use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of these hedging instruments may not offset any, or more than a portion of, the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place, and may introduce additional risks if they are not structured effectively.

In addition, our international subsidiaries maintain net assets denominated in currencies other than the functional operating currencies of these entities. Accordingly, changes in the value of foreign currencies relative to the U.S. dollar can affect our revenue and results of operations due to transactional and translational remeasurements. As a result of these foreign currency exchange rate fluctuations, it could be more difficult to detect underlying trends in our business and results of operations. To the extent that fluctuations in currency exchange rates cause our results of operations to differ from our expectations or the expectations of our investors, the trading price of our Class A common stock could be adversely affected.

Our global operations and structure subject us to potentially adverse tax consequences.

We generally conduct our global operations through subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. A change in our global operations could result in higher effective tax rates, reduced cash flows, and lower overall profitability. In particular, our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant revenue and taxing authorities may disagree with positions we have taken generally, or our determinations as to the value of assets sold or acquired or income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest, and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows, and lower overall profitability of our operations.

In addition, over the past several years, the Organisation for Economic Co-operation and Development (the "OECD") has been working on a base erosion and profit shifting ("BEPS") project that seeks to establish certain international standards for taxing the worldwide income of multinational companies. As part of the OECD's BEPS project, over 130 member jurisdictions of the OECD Inclusive Framework have joined the Two-Pillar Solution to Address the Tax Challenges of the Digitalisation of the Economy, which includes a reallocation of taxing rights among jurisdictions and a global minimum tax rate of 15%. As a result of these developments, the tax laws of certain countries in which we do business could change on a prospective or retroactive basis, and any such changes could increase our liabilities for taxes, interest, and penalties, and therefore could materially adversely affect our cash flows, financial condition, and results of operations.

Our ability to use our net operating loss carryforwards may be limited.

Under Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of state law, if a corporation undergoes an "ownership change," which is generally defined as a greater than 50 percentage point change (by value) in its equity ownership by certain stockholders over a three-year period, the corporation's ability to use its pre-change net operating loss carryforwards ("NOLs") to offset its post-change income or taxes may be limited. We have completed a Section 382 study through December 31, 2024 and have determined that none of our NOLs generated through December 31, 2024 will expire solely due to Section 382 limitations caused by ownership changes prior to December 31, 2024. We are in the process of updating our Section 382 study through December 31, 2025. However, we may have experienced ownership changes after December 31, 2024, and may experience ownership changes as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. Such a change or changes could limit the amount of NOLs that we can utilize annually to offset future taxable income. Other limitations, such as those under the Tax Cuts and Jobs Act, as modified by the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), which limit the deductibility of federal NOLs in taxable years beginning after December 31, 2020, to 80% of taxable income, and subsequent changes to the U.S. tax rules in respect of the utilization of NOLs may further affect our ability to use our NOLs in future years. In addition, at the state level, there may be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed.

Changes in our effective tax rate or tax liability may have a material adverse effect on our results of operations.

We are subject to income taxes in the United States and various foreign jurisdictions. The determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. We believe that our provision for income taxes is reasonable, but the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods in which such outcome is determined.

Our effective tax rate could increase due to several factors, including:

- changes in the relative amounts of income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates;
- changes in tax laws, tax treaties, and regulations or the interpretation of them, such as the Tax Cuts and Jobs Act, the CARES Act, the Inflation Reduction Act, and the One Big Beautiful Bill Act;
- changes to our assessment about our ability to realize our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business;
- the outcome of current and future tax audits, examinations, or administrative appeals; and
- the effects of acquisitions.

Any of these developments could materially adversely affect our results of operations.

In addition, we may be subject to income tax audits by many tax jurisdictions throughout the world, many of which have not established clear guidance on the tax treatment of SaaS-based companies. Although we believe our income tax liabilities are reasonably estimated and accounted for in accordance with applicable laws and principles, an adverse resolution of one or more uncertain tax positions in any period could have a material adverse effect on the results of operations for that period.

We could be required to collect additional sales or indirect taxes or be subject to other tax liabilities that may increase the costs our customers would have to pay for our products and materially adversely affect our results of operations.

We currently collect and remit applicable sales and indirect taxes and other applicable transfer taxes in jurisdictions where we, through our employees or economic activity, have a presence and where we have determined, based on applicable legal precedents, that sales or licensing of our products are classified as taxable. We do not currently collect and remit state and local excise, utility user and ad valorem taxes, fees, or surcharges in jurisdictions where we believe we do not have sufficient "nexus." There is uncertainty as to what constitutes sufficient nexus for a state or local jurisdiction to levy taxes, fees, and surcharges for sales made over the internet, and there is also uncertainty as to whether our characterization of our products as not taxable in certain jurisdictions will be accepted by state and local tax authorities.

An increasing number of states have considered or adopted laws that attempt to impose tax collection obligations on out-of-state companies. Additionally, the Supreme Court of the United States ruled in *South Dakota v. Wayfair, Inc. et al.* ("*Wayfair*"), that online sellers can be required to collect sales and use tax despite not having a physical presence in the buyer's state. In response to *Wayfair*, or otherwise, states or local governments may adopt, or begin to enforce, laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. A successful assertion by one or more states requiring us to collect taxes where we presently do not do so, or to collect more taxes in a jurisdiction in which we currently do collect some taxes, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments or local governments of sales tax collection obligations on out-of-state sellers could also create additional administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on our competitors, and decrease our future sales, which could have a material adverse effect on our business and results of operations.

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

U.S. generally accepted accounting principles ("U.S. GAAP") are subject to interpretation by the Financial Accounting Standards Board, the Securities and Exchange Commission (the "SEC"), and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported results of operations and could affect the reporting of transactions already completed before the announcement of a change.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be materially adversely affected.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes appearing elsewhere in this Annual Report on Form 10-K. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" within this Annual Report on Form 10-K. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant estimates and judgments involve those related to revenue recognition, deferred commissions, valuation of our stock-based compensation awards, including the determination of the fair value of our common stock, valuation of goodwill and intangible assets, accounting for income taxes, and useful lives of long-lived assets, among others. Our results of operations may be materially adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our Class A common stock.

If our goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings.

We review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. An adverse change in market conditions, particularly if such change has the effect of changing one of our critical assumptions or estimates, could result in a change to the estimation of fair value that could result in an impairment charge to our goodwill or intangible assets. Any such charges may have a material adverse effect on our results of operations.

Risks Related to Ownership of Our Class A Common Stock

The trading price of our Class A common stock has been, and in the future, may be, volatile, and could decline significantly and rapidly.

The trading price of our Class A common stock has fluctuated and may in the future fluctuate substantially in response to numerous factors in addition to the ones described in the preceding risk factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our financial condition, results of operations, or operating metrics and those of our competitors;
- changes in our projected operating and financial results or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or variance in our financial performance from expectations of securities analysts;
- changes in the pricing of our AI Analytics Platform;
- changes in the anticipated future size or growth rate of our addressable markets;
- changes in laws or regulations applicable to our AI Analytics Platform;
- announcements by us or our competitors of significant business developments, acquisitions, or new offerings;
- significant data breaches, disruptions to, or other incidents involving, our platform;

- our involvement in litigation;
- changes in our board of directors, senior management, or key personnel;
- the number of shares of our Class A common stock made available for trading;
- future sales of our Class A common stock by us or our stockholders;
- the trading volume of our Class A common stock;
- changes in the anticipated future size and growth rate of our market;
- general economic, market, and industry conditions, including economic slowdowns, recessions, inflationary pressures, rising interest rates, tariffs, trade wars, financial market fluctuations, and reduced credit availability;
- other events or factors, including those resulting from war or armed conflicts (including those in Ukraine and the Middle East), incidents of terrorism, pandemics, elections, or responses to these events; and
- whether investors or securities analysts view our stock structure unfavorably, particularly our dual class structure and the concentrated voting control of our executive officers, directors, and their affiliates.

In addition, stock markets with respect to newly public companies, particularly companies in the technology industry, have experienced significant price and volume fluctuations that have affected and continue to affect, the stock prices of these companies. Stock prices of many companies, including technology companies, have fluctuated in a manner often unrelated to the operating performance of those companies. In the past, companies that have experienced volatility in the trading price of their securities have been subject to securities class action litigation. In February 2024, a purported securities class action complaint was filed against us and certain of our current and former officers in U.S. federal court, and we may be the target of this type of litigation in the future. Our involvement in these types of litigation or other securities litigation could result in substantial expenses, divert resources and our management's attention, and harm our business, results of operations and financial condition.

Our principal stockholders have the ability to influence the outcome of director elections and other matters requiring stockholder approval.

As of the date of this Annual Report on Form 10-K, our directors, executive officers, and holders of more than 5% of our capital stock and their affiliates collectively beneficially own, in the aggregate, shares representing a substantial majority of the combined voting power of our outstanding Class A and Class B common stock. These stockholders currently have, and likely will continue to have, considerable influence with respect to the election of our board of directors and approval or disapproval of all significant corporate actions. The concentrated voting power of these stockholders could have the effect of delaying or preventing a significant corporate transaction, such as a merger or other sale of our company or our assets. This concentration of ownership limits the ability of other stockholders to influence corporate matters and may cause us to make strategic decisions that could be adverse to the interests of other stockholders.

The dual class structure of our common stock has the effect of concentrating voting control with our existing stockholders, executive officers, and directors and their affiliates, which limits your ability to influence the outcome of important transactions and to influence corporate governance matters, such as electing directors, and to approve material mergers, acquisitions, or other business combination transactions that may not be aligned with your interests.

Our Class B common stock has five votes per share, whereas our Class A common stock, which is listed on the Nasdaq Capital Market, has one vote per share. Because of the five-to-one voting ratio between our Class B common stock and our Class A common stock, the holders of our Class B common stock are able to exercise considerable influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or our assets, even if their stock holdings represent less than 50% of the outstanding shares of our capital stock, until the date that is six months following the date on which no founder is an employee or director of our company (unless a founder has rejoined our company during such six-month period), when all outstanding shares of Class A common stock and Class B common stock will convert automatically into shares of a single class of common stock. This concentration of ownership limits the ability of other stockholders to influence corporate matters and may cause us to make strategic decisions that could involve risks to you or that may not be aligned with your interests. This control may adversely affect the trading price of our Class A common stock.

Further, future transfers by holders of our Class B common stock will generally result in those shares converting into shares of our Class A common stock, subject to limited exceptions, such as certain transfers effected for tax- or estate-planning purposes. The conversion of shares of our Class B common stock into shares of our Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. As a result, it is possible that one or more of the persons or entities holding our Class B common stock could gain significant voting control as other holders of Class B common stock sell or otherwise convert their shares into Class A common stock.

In addition, while we do not expect to issue any additional shares of Class B common stock, any future issuances of Class B common stock would be dilutive to holders of Class A common stock.

We cannot predict the impact our dual class structure may have on the trading price of our Class A common stock.

We cannot predict whether our dual class structure, combined with the concentrated control of our stockholders who held our capital stock prior to the listing of our Class A common stock on the Nasdaq Capital Market, including our executive officers, employees, and directors and their affiliates, will result in a lower or more volatile trading price of our Class A common stock or in adverse publicity or other adverse consequences. For example, certain index providers, such as FTSE Russell, exclude or limit the eligibility of public companies with multiple classes of shares of common stock for certain indices. Although we are currently a constituent of the Russell 3000 Index, certain index providers have historically excluded companies with multiple classes of shares. While S&P Dow Jones and FTSE Russell currently allow for multi-class eligibility, any future change in their methodology—or a failure on our part to meet the 5% minimum public voting power required by FTSE Russell—could result in our removal. Given the sustained flow of investment funds into passive strategies that seek to track certain indexes, exclusion from stock indexes would likely preclude investment by many of these funds and could make our Class A common stock less attractive to other investors. As a result, the trading price of our Class A common stock could be adversely affected.

Sales of substantial amounts of our Class A common stock in the public markets, or the perception that sales might occur, could cause the trading price of our Class A common stock to decline.

In addition to the supply and demand and volatility factors discussed above, sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers, and principal stockholders, or the perception that these sales might occur in large quantities, could cause the trading price of our Class A common stock to decline.

Moreover, assuming the availability of certain public information about us, (i) non-affiliates who have beneficially owned our common stock for at least six months may rely on Rule 144 to sell their shares of common stock, and (ii) our directors, executive officers, and other affiliates who have beneficially owned our common stock for at least six months will be entitled to sell their shares of our Class A common stock subject to volume and other limitations under Rule 144 and various vesting agreements.

In addition, we have filed registration statements to register all shares subject to options and restricted stock units ("RSU") outstanding or reserved for future issuance under our equity compensation plans. As of December 31, 2025, we had options outstanding that, if fully exercised, would result in the issuance of 9,855,901 shares of Class A common stock, as well as 14,049,044 shares of Class A common stock subject to RSUs.

Accordingly, these shares will be able to be freely sold in the public market upon issuance, subject to applicable vesting requirements and compliance by affiliates with Rule 144.

Further, certain of the holders of our common stock have rights, subject to some conditions, to require us to file registration statements for the public resale of the Class A common stock issuable upon the conversion of shares of our Class B common stock into shares of our Class A common stock or to include such shares in registration statements that we may file for us or other stockholders. Any registration statement we file to register additional shares, whether as a result of registration rights or otherwise, could cause the trading price of our Class A common stock to decline or be volatile.

Our issuance of additional capital stock in connection with financings, acquisitions, investments, our equity incentive plans, or otherwise will dilute all other stockholders.

We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We expect to grant equity awards to employees, directors, and consultants under our equity incentive plans and issue shares of our Class A common stock under our employee stock purchase plan. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in companies, products, or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our Class A common stock to decline.

We do not intend to pay dividends for the foreseeable future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the trading price of our Class A common stock.

We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, you may need to rely on sales of our Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on your investment.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management, and limit the trading price of our Class A common stock.

Provisions in our restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our restated certificate of incorporation and amended and restated bylaws include provisions that:

- authorize our board of directors to issue, without further action by the stockholders, shares of undesignated preferred stock with terms, rights, and preferences determined by our board of directors that may be senior to our Class A common stock;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors;
- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;
- establish that our board of directors is divided into three classes, with each class serving three-year staggered terms;
- prohibit cumulative voting in the election of directors;
- provide that our directors may only be removed for cause;
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; and
- require the approval of our board of directors or the holders of at least 66 2/3% of our outstanding shares of voting stock to amend our bylaws and certain provisions of our certificate of incorporation.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally, subject to certain exceptions, prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any "interested" stockholder for a period of three years following the date on which the stockholder became an "interested" stockholder. Any of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our Class A common stock, and they could deter potential acquirers of our company, thereby reducing the likelihood that you would receive a premium for your shares of our Class A common stock in an acquisition.

Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws and indemnification agreements that we have entered into with our directors and officers provide that:

- we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful;
- we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;

- the rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees, and agents and to obtain insurance to indemnify such persons; and
- we may not retroactively amend our amended and restated bylaws to reduce our indemnification obligations to directors, officers, employees, and agents.

While we have procured directors' and officers' liability insurance policies, such insurance policies may not be available to us in the future at a reasonable rate, may not cover all potential claims for indemnification, and may not be adequate to indemnify us for all liability that may be imposed.

Our restated certificate of incorporation and amended and restated bylaws provide for an exclusive forum in the Court of Chancery of the State of Delaware for certain disputes between us and our stockholders, and that the federal district courts of the United States will be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act.

Our restated certificate of incorporation and our amended and restated bylaws provide that: (i) unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware) will, to the fullest extent permitted by law, be the sole and exclusive forum for: (A) any derivative action or proceeding brought on our behalf, (B) any action asserting a claim for or based on a breach of a fiduciary duty owed by any of our current or former directors, officers, other employees, agents, or stockholders to us or our stockholders, including, without limitation, a claim alleging the aiding and abetting of such a breach of fiduciary duty, (C) any action asserting a claim against us or any of our current or former directors, officers, other employees, agents, or stockholders arising pursuant to any provision of the Delaware General Corporation Law or our restated certificate of incorporation or amended and restated bylaws or as to which the Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware, or (D) any action asserting a claim related to or involving us that is governed by the internal affairs doctrine; (ii) unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America will, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act and the rules and regulations promulgated thereunder; (iii) the exclusive forum provisions are intended to benefit and may be enforced by us, our officers and directors, the financial advisors to any offering giving rise to such complaint, and any other professional or entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering; and (iv) any person or entity purchasing or otherwise acquiring or holding any interest in our shares of capital stock will be deemed to have notice of and consented to these provisions. Nothing in our restated certificate of incorporation or amended and restated bylaws precludes stockholders that assert claims under the Exchange Act from bringing such claims in federal court, to the extent that the Exchange Act confers exclusive federal jurisdiction over such claims, subject to applicable law.

We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums, and protection against the burdens of multi-forum litigation. If a court were to find the choice of forum provision contained in our restated certificate of incorporation or our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially adversely affect our business, financial condition, and results of operations.

General Risk Factors

Our inability to attract and retain highly skilled employees could materially adversely affect our business.

In order to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel in the San Francisco Bay Area, where our headquarters is located, and in other locations where we engage in recruiting, is intense, especially for engineers experienced in designing and developing software and for experienced sales professionals. We have, from time to time experienced, and we may in the future experience, difficulty in hiring and retaining employees with appropriate qualifications. The cost of living is high in the San Francisco Bay Area, which may make it harder for us to attract and retain highly skilled employees. Many of the companies with which we compete for experienced personnel may have greater resources than we do. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached their legal obligations, resulting in a diversion of our time and resources. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, it may adversely affect our ability to recruit and retain highly skilled employees.

As our company grows and evolves, we may need to implement more complex organizational management structures, adapt our corporate culture and work environments, streamline our organization, or adjust the size and structure of our workforce to scale for the future and execute our long-term growth plan. These changes could have an adverse impact on our corporate culture and employee morale, which could, in turn, adversely affect our reputation as an employer and harm our ability to retain and recruit personnel. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and growth prospects could be materially adversely affected.

We depend on our executive officers and other key employees, and the loss of one or more of these employees could materially adversely affect our business.

Our success depends largely upon the continued services of our executive officers and other key employees. We rely on our leadership team in the areas of research and development, operations, security, marketing, sales, support, and general and administrative functions, and on individual contributors in our research and development and operations. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. Our inability to successfully manage executive transitions, including the uncertainty associated with any transition and the time and management attention needed to fill any vacant role, could disrupt our business, affect our culture, harm our ability to retain personnel, and adversely affect our financial condition and results of operations. We do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period; therefore, they could terminate their employment with us at any time. The loss of one or more of our executive officers, especially our Chief Executive Officer, or key employees could have an adverse effect on our business.

Changes in the business, regulatory, or political climate in the San Francisco Bay Area could adversely affect our operations.

Changes in the business, regulatory, or political climate in the San Francisco Bay Area, where our headquarters is located and most of our employees live, could affect our ability to expand or continue our operations there, which could have a material adverse impact on our business, financial condition, and results of operations. For example, if we were required to move our headquarters or downsize our operations in the San Francisco Bay Area due to material adverse changes in the business, regulatory, or political climate, such as increases in local tax rates, we may lose key employees and incur significant costs of relocation.

Changes in laws and regulations related to the internet or changes in the internet infrastructure itself may diminish the demand for our AI Analytics Platform, and could harm our business.

The future success of our business depends upon our customers' and potential customers' access to the internet. Federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the internet. Changes in these laws or regulations could require us to modify our platform in order to comply with these changes. In addition, government agencies or private organizations may impose additional laws, regulations, standards, or protocols involving taxation, tariffs, privacy, data protection, information security, content, copyrights, distribution, electronic contracts and other communications, consumer protection, and the characteristics and quality of services, any of which could decrease the demand for our AI Analytics Platform or result in reductions in the demand for internet-based platforms such as ours. In addition, the use of the internet as a business tool could be harmed due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility, and quality of service. The performance of the internet and its acceptance as a business tool has been harmed by "viruses," "worms," and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the internet is adversely affected by these issues, demand for our AI Analytics Platform could decline.

Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all.

Market opportunity estimates and growth forecasts, including those we have generated ourselves, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there is no guarantee that any particular number or percentage of companies covered by our market opportunity estimates will purchase our AI Analytics Platform or generate any particular level of revenue for us. Any expansion in our markets depends on a number of factors, including the cost, performance, and perceived value associated with our AI Analytics Platform and the products of our competitors. Even if the markets in which we compete achieve the forecasted growth, our business could fail to grow at similar rates, if at all.

Acquisitions, mergers, strategic investments, partnerships, or alliances could be difficult to identify, pose integration challenges, divert the attention of management, disrupt our business, dilute stockholder value, and materially adversely affect our business, financial condition, and results of operations.

We have in the past sought, and intend in the future to seek, to acquire or invest in businesses, joint ventures, strategic or preferred partnerships, and platform technologies that we believe could complement or expand our AI Analytics Platform, enhance our technology, or otherwise offer growth opportunities. Any such acquisitions, partnerships, or investments may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable opportunities, whether or not the transactions are completed, and may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel, or operations of any acquired companies, particularly if the key personnel of an acquired company choose not to work for us, the acquired company's software is not easily adapted to work with our platform, or we have difficulty retaining the customers of any acquired business due to changes in ownership, management, or otherwise. Any such transactions that we are able to complete may not result in the synergies or other benefits we expect to achieve, which could result in substantial impairment charges. These transactions could also result in dilutive issuances of equity securities, the incurrence of debt, or adverse tax consequences, which could materially adversely affect our business, financial condition, and results of operations.

Our business could be disrupted by catastrophic occurrences and similar events.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce, and the global economy, and could harm our business. The majority of our employees are located in the San Francisco Bay Area. In the event of a major earthquake, fire, power loss, telecommunications failure, cyberattack, war or armed conflict (including the war in Ukraine and conflicts in the Middle East), terrorist attack, sabotage, other intentional acts of vandalism or misconduct, geopolitical event, disease, or other catastrophic occurrence, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our products, breaches of data security, and loss of critical data, all of which could materially adversely affect our business, financial condition, and results of operations.

Additionally, we rely on our network and third-party infrastructure and applications, technology systems, and our websites for our development, marketing, operational support, hosted services, and sales activities. If these systems were to fail or be negatively impacted as a result of a natural disaster or other catastrophic event, our ability to deliver products to our customers would be impaired.

As we grow our business, the need for business continuity planning, incident response planning, and disaster recovery plans will grow in significance. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a disaster, and successfully execute on those plans in the event of a disaster or emergency, our business and reputation would be harmed.

If securities or industry analysts do not publish research or publish unfavorable or inaccurate research about our business, the trading price and trading volume of our Class A common stock could decline.

The trading price and trading volume of our Class A common stock will be heavily influenced by the way analysts interpret our financial information and other disclosures. We do not have control over these analysts. If few securities analysts commence coverage of us, or if industry analysts cease coverage of us, the trading price of our Class A common stock would be negatively affected. If securities or industry analysts do not publish research or reports about our business, downgrade our Class A common stock, or publish negative reports about our business, the trading price of our Class A common stock would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Class A common stock could decrease, which could decrease the trading volume of our Class A common stock and might cause the trading price of our Class A common stock to decline.

We incur significant costs as a result of operating as a public company, and our management needs to devote substantial time to compliance with our public company responsibilities and corporate governance practices.

As a public company, we incur significant legal, accounting, and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, Nasdaq rules, and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel need to devote a substantial amount of time to compliance with these requirements. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly. We cannot predict or estimate the amount of additional costs we will continue to incur as a public company or the specific timing of such costs.

As a public company, we are obligated to maintain proper and effective internal control over financial reporting, and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the trading price of our Class A common stock could decline.

We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment must include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. In addition, our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting. Our compliance with Section 404 requires that we incur substantial expenses and expend significant management efforts. Such expenses and efforts have been directed to employing additional accounting and financial personnel with appropriate public company experience and technical accounting knowledge, and compiling the system and process documentation necessary to establish the compliance and controls function to comply with Section 404 of the Sarbanes-Oxley Act.

During the evaluation and testing process of our internal controls, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to certify that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness or significant deficiency in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the trading price of our Class A common stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We design and assess our program based on industry-standard frameworks, such as the National Institute of Standards and Technology Cybersecurity Framework (“NIST CSF”), SOC2, ISO 27000, and ISO 27018. This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use these frameworks as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program is part of our overall risk management program and shares similar governance processes and reporting channels that apply across the risk management program to financial, legal, compliance, and other operational risk areas.

Key elements of our cybersecurity risk management program include but are not limited to the following:

- risk assessments designed to help identify material risks from cybersecurity threats to our critical systems, and information;
- a security team principally responsible for managing (i) our cybersecurity risk assessment processes, (ii) our security controls, and (iii) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;
- cybersecurity awareness training of our employees, including incident response personnel, and senior management;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for key service providers based on our assessment of their criticality to our operations and respective risk profile, suppliers, and vendors who have access to our critical systems and information.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. We face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. For more information, see the section titled "Risk Factor—Risks Related to Our Business Operations and Industry—If our information technology systems are breached or there is otherwise unauthorized disclosure of or access to customer data, our data, or our platform, our platform may be perceived as insecure, we may lose customers or fail to attract new customers, our reputation and brand may be harmed, and we may incur significant liabilities."

Cybersecurity Governance

Our Board considers cybersecurity risk as part of its risk oversight function and established a dedicated Cybersecurity Committee of the Board in July 2024 to oversee cybersecurity risks, including management's implementation of our cybersecurity risk management program.

The Cybersecurity Committee meets at least twice annually with management to review our cybersecurity risks and cyber risk management program, and periodically reports to the Board on its activity. In addition, management updates the Cybersecurity Committee and Board, where it deems appropriate, regarding any cybersecurity incidents it considers to be significant or potentially significant.

Our management team is responsible for assessing and managing our material risks from cybersecurity threats. Our Chief Information Security Officer, Jack Levy, reports to our Chief Engineering Officer, and is primarily responsible for our overall cybersecurity risk management program. He supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Mr. Levy previously served as the Chief Security Officer at Instabase and the Vice President of Engineering and Security at Butterfly Network, Inc. He was also the Head of Cybersecurity Engineering at Bridgewater Associates and held a variety of other engineering and security leadership roles at Goldman Sachs, Dow Jones & Co., Bloomberg LP, and National Instruments. Mr. Levy holds a Bachelor of Science in Engineering (B.S.E.) in Computer Engineering from the University of Michigan.

Our management team takes steps to stay informed about and monitor efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts and reports produced by security tools deployed in the information technology environment.

Item 2. Properties

Our principal executive office is located in San Francisco and consists of approximately 57,530 square feet of space under a lease agreement that expires on February 28, 2029. We also lease six additional offices in Amsterdam, Paris, Singapore, London, Vancouver, and New York. We lease all of our facilities and do not own any real property. We may procure additional space in the future as we continue to add employees and expand geographically. We believe our facilities are adequate and suitable for our current needs and that, should it be needed, suitable additional or alternative space will be available to accommodate our operations.

Item 3. Legal Proceedings

See "Legal Matters" in Note 9 to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Price of Our Common Stock

Our Class A common stock has been traded on the Nasdaq Capital Market under the symbol "AMPL" since September 28, 2021. Prior to that date, there was no public trading market for our Class A common stock. Our Class B common stock is neither listed nor publicly traded.

Holders of our Common Stock

As of February 13, 2026, there were 29 holders of record of our Class A common stock and 26 holders of record of our Class B common stock. The actual number of stockholders is greater than the number of holders of record and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Dividend Policy

We have never declared or paid any cash dividend on our common stock. We do not expect to declare or pay any cash dividends in the foreseeable future.

Company Purchases of Equity Securities

Stock repurchases during the three months ended December 31, 2025 were as follows:

Period	Total Number of Shares Purchased[(1)]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Program[(2)]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Program[(2)]
				(in thousands)
October 1, 2025 through October 31, 2025	105,620	$ 9.86	—	$ 38,257
November 1, 2025 through November 30, 2025	80,000	$ 11.04	1,153,517	$ 26,079
December 1, 2025 through December 31, 2025	210,114	$ 11.20	—	$ 26,079
Balance as of December 31, 2025	395,734		1,153,517	$ 26,079

(1) Represents 395,734 shares of our Class A Common Stock that were repurchased through a privately-negotiated transaction under the Company's contractual right of first refusal granted in connection with a prior acquisition.

(2) On May 7, 2025, we announced that our Board of Directors authorized the repurchase of up to $50.0 million of our Class A Common Stock (the "Repurchase Program"). The Repurchase Program has no expiration date.

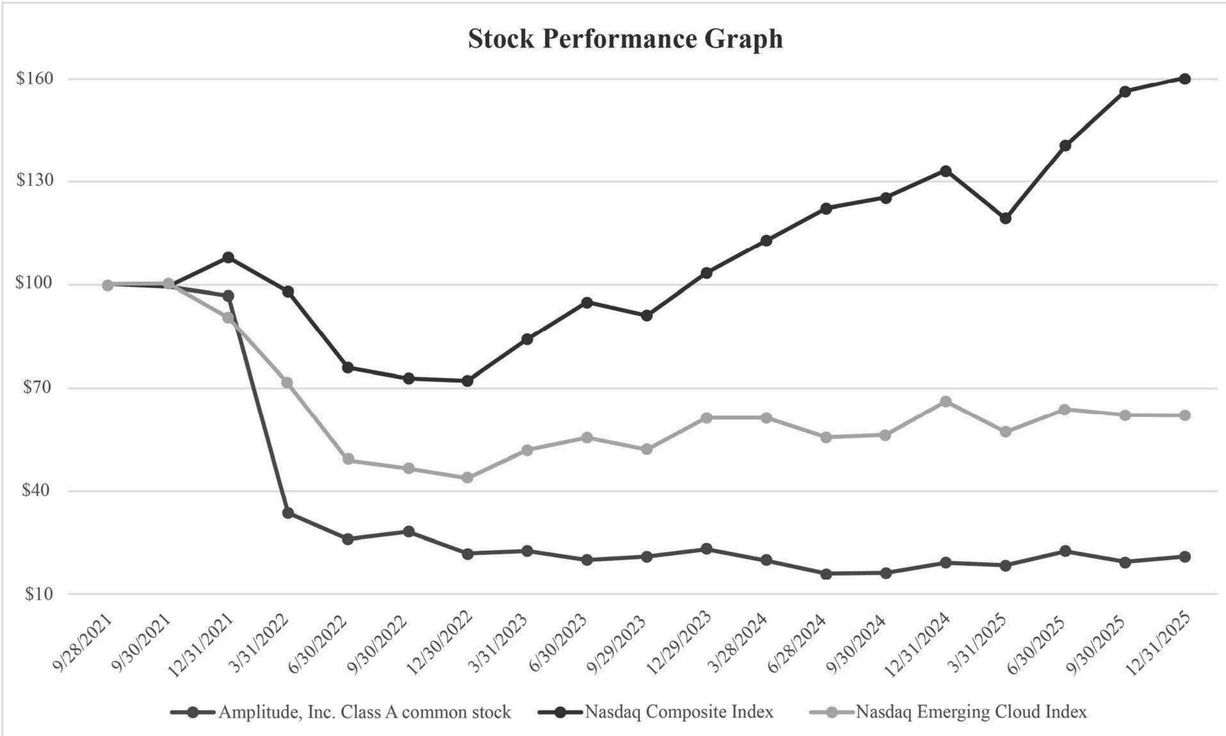
Securities Authorized for Issuance under Equity Compensation Plans

See the section titled "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information regarding securities authorized for issuance.

Stock Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC, for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act.

The following graph compares (i) the cumulative total stockholder return on our Class A common stock from September 28, 2021 (the date our Class A common stock commenced trading on the Nasdaq Capital Market) through December 31, 2025 with (ii) the cumulative total return of the Nasdaq Composite Index and the Nasdaq Emerging Cloud Index over the same period, assuming the investment of $100 in our Class A common stock and in both of the other indices on September 28, 2021 and the reinvestment of dividends. The graph uses the beginning market price on September 28, 2021 of $50 per share as the initial value of our Class A common stock. As discussed above, we have never declared or paid a cash dividend on our Class A common stock and do not anticipate declaring or paying a cash dividend in the foreseeable future.



Recent Sales of Unregistered Equity Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. As discussed in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" under Part I, Item 1A in this Annual Report on Form 10-K. Our fiscal year ends December 31.

Unless the context otherwise requires, all references in this report to "Amplitude," the "Company," "we," "our," "us," or similar terms refer to Amplitude, Inc. and its subsidiaries.

Overview

Amplitude is a leading AI Analytics Platform that helps businesses understand how people are using their products so they can build amazing digital experiences that increase acquisition, monetization and retention and drive revenue growth. We work with more than 4,797 paying customers of various sizes and stages of digital maturity, across many industries, including the teams behind some of the most-beloved digital products in the world. We have experienced significant growth in recent years, with approximately 780 employees in seven global offices.

At the core of our AI Analytics Platform is our Behavioral Graph, a proprietary, purpose-built behavioral database that is the largest of its kind. Our Behavioral Graph instantly finds patterns, makes recommendations, and connects customer actions along their journeys to the right business outcomes, like engagement, growth, and loyalty. We architected our Behavioral Graph to power numerous products, beginning with our core product analytics solution. Consistently ranked #1 in multiple categories by G2, Amplitude Analytics provides real-time product data and reconstructed user visits so cross-functional teams can understand what is working and what is not. We have since expanded our offerings to include products that enable teams to build personalized product experiences, test product changes, and improve data quality across their technology stack.

We have experienced significant growth in recent years driven by the rapid adoption of our AI Analytics Platform by our global, diversified base of 4,797 paying customers as of December 31, 2025. Our customers span across industries and sizes, from the leading digital innovators to those earlier in their digital transformation journey. For the years ended December 31, 2025 and 2024, our revenue was $343.2 million and $299.3 million, respectively, representing year-over-year growth of 15%. For the years ended December 31, 2025 and 2024, our net loss was $88.5 million and $94.3 million, respectively. For the years ended December 31, 2025 and 2024, our net cash provided by operating activities was $29.8 million and $18.5 million, respectively, and our free cash flow was $23.5 million and $11.7 million, respectively.

Our Business Model

We generate revenue primarily through selling subscriptions to our platform. We reach customers through a direct sales motion, solution partners, and product-led growth initiatives, including subscription plans to meet the needs of a diverse range of companies. For the year ended December 31, 2025, subscription revenue comprised of 98% of our total revenue.

Our customers typically start out using our platform for a specific business use case. As they see the value of our data, insights, and actions to drive positive business outcomes, they frequently expand beyond that initial use case. Examples include:

- Adding data, users or new functionality to meet the needs of teams across the organization;
- Using our platform for additional digital products in their portfolio and empowering the teams responsible for them (product, marketing, engineering, and analytics); and
- Layering additional offerings onto core Analytics to power new capabilities and drive additional business outcomes.

Our pricing model is based on the platform functionality that our customers require to get the insights that they need and our customers commit to a certain volume of events or monthly tracked users ("MTUs"). An event could be any action that a user takes in a digital product, such as 'Create account', 'Add to cart', or 'Share photo'. Events can also be actions that occur in a product without user action, such as 'Verification completed'. Customers have the flexibility to choose the events sent to our platform and can also attach custom properties to an event to enable greater insight on the digital product end user. An MTU is a unique user who triggers one or more events within a calendar month.

We have been effective in helping our customers to gauge the proper event volume or MTUs to contract to ensure that they maximize their investment in our platform. In situations where customers exceed their committed volume in a given period, they incur overage charges that we have the contractual right to bill at our discretion. Depending on the circumstances, we often use this as an opportunity to renegotiate a customer contract to ensure they have the right contracted volume to meet their business objectives. Historically, overage charges have not made up a significant portion of our revenue. In many cases, customers will proactively expand their contract within the contract term, generally increasing event or MTU volume and platform capabilities to expand existing or address new use cases. Substantially all of our sales led customer contracts have a subscription period of one year or longer. In the fiscal year ended December 31, 2025, we billed a majority of these contracts annually in advance with the remainder billed semi-annually, quarterly, or monthly.

We offer a variety of free and paid plans depending on our customers' needs wherever they are in their analytics journey. For example, we offer a *Free* plan for early-stage startups and individuals. Our self-serve *Plus* plan is built for growing startups and small teams who need more customization and access to feature management capabilities. Our *Growth* plan provides access to additional capabilities, such as automated insights, experiments, and audience management. Users also get access to dedicated customer support to further maximize the value from our platform. And our *Enterprise* plan is designed for larger organizations that have more sophisticated needs and requirements, and includes everything in the *Growth* plan as well as additional robust features such as advanced data governance, custom user permissions and roles, automated insights, enterprise-grade security features, and more. At any point, a customer that needs additional capabilities can purchase add-on functionality or products, which are natively integrated with Amplitude Analytics.

Our land-and-expand business model is powered by the ease of use, rapid time to value, and broad applicability of our platform to provide actionable insights in real time to numerous teams across an organization. This model has enabled us, in many cases, to significantly expand the reach of our platform within organizations.

As of December 31, 2025, we had 698 paying customers that each represented greater than $100,000 in annual recurring revenue ("ARR") and 56 customers that each represented greater than $1.0 million in ARR, demonstrating the mission critical nature of our platform to help customers succeed in the new digital age. In comparison, we had 591 customers that each represented greater than $100,000 in ARR and 42 customers that each represented greater than $1.0 million in ARR for the years ended December 31, 2024. Customers that each represented greater than $100,000 in ARR accounted for approximately 78% and 75% of our total ARR as of December 31, 2025 and 2024, respectively. We define ARR as the annual recurring revenue of subscription agreements at a point in time based on the terms of customers' contracts, including certain premium services that are subject to contractual subscription terms and Plus customers that we expect to recur. ARR should be viewed independently of revenue, and does not represent our U.S. GAAP revenue on an annualized basis, as it is an operating metric that can be impacted by contract start and end dates and renewal rates. No single customer accounted for more than 10% of our revenue in the years ended December 31, 2025 and 2024.

Our ability to expand within our customer base is also demonstrated by our strong dollar-based net retention rate. As of December 31, 2025 and 2024, our dollar-based net retention rate (TTM) across paying customers was 104% and 97%, respectively.

Key Factors Affecting Our Performance

We believe that the growth and future success of our business depends on many factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to sustain our growth and improve our results of operations.

Customer Acquisition and Expansion

We believe that our AI Analytics Platform can help businesses across industries, company size, and stages of digital maturity drive better business outcomes through optimizing the digital product experience of their customers. We are focused on continuing to acquire new customers and expanding our relationships with our existing installed base to support our long-term growth. We have invested, and expect to continue to invest, in our sales and marketing efforts to drive customer acquisition.

Historically, we have been successful at efficiently growing our customer base and number of customers who have entered into and grown into larger subscriptions with us as evidenced by the growth of our number of paying customers and number of customers that represent greater than $100,000 in ARR. As of December 31, 2025 and 2024, we had 698 and 591 customers, respectively, that each represented greater than $100,000 in ARR, representing a 18% increase year-over-year. Additionally, we had 56 and 42 customers, respectively, that each represented greater than $1.0 million in ARR, up 33% year-over-year. As of each of December 31, 2025 and 2024, 27 of the Fortune 100 were paying customers, which demonstrates both our traction to date as well as our significant opportunity to continue to penetrate into the largest global organizations. We believe our relationship with some of the world's most beloved product-led companies has resulted in increased brand credibility and access to many attractive growth opportunities.

As of December 31, 2025 and 2024, our TTM was 104% and 97%, respectively, for paying customers. Additionally, our ending dollar-based net retention rate for paying customers as of December 31, 2025 and 2024, was 105% and 100%, respectively.

Investments in Platform

We believe that our customers will demand additional features and capabilities beyond our current platform offerings to assist them in optimizing their digital products. We have a history of, and will continue to invest significantly in, developing and delivering innovative products, features, and functionality targeted at our core customer base. In addition, we may choose to add new products and offerings or enhance our platform capabilities through acquisitions. In recent years, we have acquired companies to improve and expand our platform capabilities. In October 2024, we acquired Command AI to provide intuitive AI-powered user assistance to make complex software easier to adopt and navigate. In June 2025, we completed an asset acquisition of Inari to accelerate our AI roadmap, leveraging their team's deep expertise in applied AI. In July 2025, we completed a talent acquisition of June.io, a startup focused on empowering early-stage product teams, to contribute to our next generation of AI-driven analytics experiences. In July 2025, we completed the acquisition of Kraftful, integrating Kraftful's Voice of Customer Technology to unite quantitative user behavioral data and qualitative user feedback into Amplitude. Going forward, we may pursue both strategic partnerships and acquisitions that we believe will be complementary to our business, accelerate customer acquisition, increase usage of our platform, and/or expand our platform offerings in our core markets.

Investing for Growth

Our investment for growth encompasses multiple critical areas, including product expansion, our sales force, sales support, partner ecosystem, and our international presence. We continue to evolve our technology and product offerings, to ensure that we are best serving our customers' needs. For example, in February 2025, following our acquisition of Command AI, we rolled out Guides and Surveys to help organizations improve onboarding and user engagement. In May 2025, we rolled out a suite of new marketing capabilities that give visibility into the entire customer journey, enabling marketers to increase conversion, improve ROI, and target audiences more precisely. In June 2025, we introduced Amplitude AI Agents, which turn Amplitude into a team of specialized experts that work 24/7 to analyze user behavior, run experiments, and optimize digital experiences. In October 2025, we launched Amplitude MCP server that enables teams to analyze product data, experiments, and user behavior using conversational AI. In October 2025, we launched AI Visibility, a new capability that gives marketers unprecedented insight into how their brand shows up in AI search results, accompanied by recommendations on how to improve it based on a company's actual data. In November 2025, we launched AI Feedback, the industry's first customer feedback engine with a proprietary LLM process that automatically turns raw input into prioritized, actionable insights. In December 2025, we launched Amplitude's Automated Insights that can replicate an expert's standard analysis process in a fraction of the time.

We believe the evolution of our technology and product offerings will lead to increased retention and positive customer referrals that will continue to generate expansion opportunities within our existing installed base and from new customers. We plan to continue to invest in our research and development organization to maintain and strengthen our market leadership position, and we believe that attracting the best engineering talent will continue to be critical to our long-term success. As we continue to invest in our platform, we expect our research and development expenses, including those capitalized for internal-use software, to increase in dollar amount over time. Over the longer term, we believe these expenses as a percentage of revenue will decrease, though these expenses as a percentage of revenue could increase in the short term.

We will continue to make strategic investments in our sales efforts to pursue attractive growth opportunities and ensure customer success, particularly with larger enterprises where we have experienced significant traction to date. We also plan to invest in our channel partners, such as independent software vendors, and resellers, to extend our reach faster than we could do on our own. Although we previously experienced cost savings due to our restructuring, as we continue to invest in our sales efforts, we expect our sales and marketing expenses to increase in dollar amount over time. Over the longer term, we believe these expenses as a percentage of revenue will decrease, though these expenses as a percentage of revenue could increase in the short term.

Finally, we see opportunities to expand offices and headcount internationally to better service targeted international markets where we believe we have significant opportunity to accelerate existing traction and success. For the years ended December 31, 2025 and 2024, 39% and 40% of our revenue was generated outside the United States, respectively. As we seek to expand our business globally, we may be adversely affected by global economic and political instability. See "Risk Factors–Risks Related to Our Business and Industry–Our operations are international in scope, and we plan further geographic expansion, creating a variety of operational challenges."

Key Business Metrics

We review a number of operating and financial metrics, including the following key metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions. We are not aware of any uniform standards for calculating these key metrics, which may hinder comparability with other companies who may calculate similarly-titled metrics in a different way.

	As of December 31,		
	2025	2024	YoY Growth
	(dollar values in millions)		
Annual Recurring Revenue (ARR)	$ 366	$ 312	17%
Dollar-Based Net Retention Rate (TTM)	104%	97%	
Paying Customers with ARR of $100,000 or greater	698	591	18%

Annual Recurring Revenue

We define ARR as the annual recurring revenue of subscription agreements at a point in time based on the terms of customers' contracts, including certain premium services that are subject to contractual subscription terms and Plus customers that we expect to recur. ARR should be viewed independently of revenue and does not represent our U.S. GAAP revenue on an annualized basis, as it is an operating metric that can be impacted by contract start and end dates and renewal rates. ARR is also not intended to be a forecast of revenue.

Dollar-Based Net Retention Rate

We calculate our dollar-based net retention rate to measure our ability to retain and expand ARR from our customers and believe it is an indicator of the value our platform delivers to customers and our future business opportunities. Our net retention rate compares our ARR from the same set of customers across comparable periods and reflects customer renewals, expansion, contraction, and attrition.

We calculate dollar-based net retention rate as of a period-end by starting with the ARR from the cohort of all customers as of 12 months prior to such period-end (the "Prior Period ARR"). We then calculate the ARR from these same customers as of the current period-end (the "Current Period ARR"). Current Period ARR includes any expansion and is net of contraction or attrition over the last 12 months but excludes ARR from new customers as well as any overage charges in the current period. We then divide the total Current Period ARR by the total Prior Period ARR to arrive at the dollar-based net retention rate ("NRR"). We then calculate the average of the trailing 12-month dollar-based net retention rates, to arrive at the dollar-based net retention rate ("NRR (TTM)").

Paying Customers with ARR of $100,000 or greater

For purposes of customer count, a customer is defined as an entity that has a unique Dunn & Bradstreet Global Ultimate ("GULT") Data Universal Numbering System ("DUNS") number and an active subscription contract as of the measurement date. The DUNS number is a global standard for business identification and tracking. We make exceptions for holding companies, government entities, and other organizations for which the GULT, in our judgment, does not accurately represent the Amplitude customer or the DUNS does not exist.

We define Paying Customers with ARR of $100,000 or greater as those Paying Customers on one or more paid subscriptions that have $100,000 or more in ARR.

We believe our ability to grow the number of paying customers on our platform, particularly those spending $100,000 or more a year, provides a key indicator of the demand for our platform, growth of our business, and our future business opportunities. Increasing awareness of our platform and its broad range of capabilities, coupled with the mainstream adoption of cloud-based technology, has expanded the diversity of our customer base to include organizations of different sizes across virtually all industries.

Non-GAAP Financial Measures

The following table presents certain non-GAAP financial measures, along with the most directly comparable U.S. GAAP measure, for each period presented below. In addition to our results determined in accordance with U.S. GAAP, we believe these non-GAAP financial measures are useful in evaluating our operating performance. See below for a description of the non-GAAP financial measures and their limitations as an analytical tool. A reconciliation is also provided below for each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with U.S. GAAP.

The following Non-GAAP Financial Measures and related Non-GAAP reconciliations are for the year ended December 31, 2025, compared to the same period in 2024, unless otherwise stated. Non-GAAP Financial Measures and related Non-GAAP reconciliations for the year ended December 31, 2024 compared to the year ended December 31, 2023 may be found in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 20, 2025.

	Year Ended December 31,	
	2025	2024
	(in thousands, except percentages)	
Gross Profit	$ 253,928	$ 222,348
Non-GAAP Gross Profit	$ 260,542	$ 229,310
Gross Margin	74%	74%
Non-GAAP Gross Margin	76%	77%
Loss from Operations	$ (96,005)	$ (107,383)
Non-GAAP Income (Loss) from Operations	$ 1,158	$ (4,004)
Loss from Operations Margin	(28)%	(36)%
Non-GAAP Income (Loss) from Operations Margin	0%	(1)%
Net Cash Provided by (Used in) Operating Activities	$ 29,824	$ 18,506
Free Cash Flow	$ 23,478	$ 11,728
Net Cash Provided by (Used in) Operating Activities Margin	9%	6%
Free Cash Flow Margin	7%	4%

Non-GAAP Gross Profit, Non-GAAP Gross Margin, Non-GAAP Income (Loss) from Operations, and Non-GAAP Income (Loss) from Operations Margin

We define non-GAAP gross profit and non-GAAP gross margin as U.S. GAAP gross profit and U.S. GAAP gross margin, respectively, excluding stock-based compensation expense and related employer payroll taxes, amortization of acquired intangible assets, and non-recurring costs such as restructuring and other related charges. Non-GAAP gross margin is calculated as non-GAAP gross profit divided by total revenue.

We define non-GAAP income (loss) from operations and non-GAAP income (loss) from operations margin as U.S. GAAP income (loss) from operations and U.S. GAAP loss from operations margin, respectively, excluding stock-based compensation expense and related employer payroll taxes, amortization of acquired intangible assets, and non-recurring costs such as restructuring and other related charges. Non-GAAP income (loss) from operations margin is calculated as non-GAAP income (loss) from operations divided by total revenue.

We exclude stock-based compensation expense and related employer payroll taxes, which is a non-cash expense, from certain of our non-GAAP financial measures because we believe that excluding this item provides meaningful supplemental information regarding operational performance. We exclude amortization of intangible assets, which is a non-cash expense, related to business combinations from certain of our non-GAAP financial measures because such expenses are related to business combinations and have no direct correlation to the operation of our business. Although we exclude these expenses from certain non-GAAP financial measures, the revenue from acquired companies subsequent to the date of acquisition is reflected in these measures and the acquired intangible assets contribute to our revenue generation. We exclude non-recurring costs from certain of our non-GAAP financial measures because such expenses do not repeat period over period and are not reflective of the ongoing operation of our business.

We use non-GAAP gross margin and non-GAAP income (loss) from operations margin in conjunction with traditional U.S. GAAP measures to evaluate our financial performance. We believe that non-GAAP gross margin and non-GAAP income (loss) from operations margin provide our management and investors consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations.

Free Cash Flow and Free Cash Flow Margin

We define free cash flow as net cash provided by (used in) operating activities, less cash used for purchases of property and equipment and capitalized internal-use software costs. Free cash flow margin is calculated as free cash flow divided by total revenue. We believe that free cash flow and free cash flow margin are useful indicators of liquidity that provide information to management and investors, even if negative, about the amount of cash used in our operations other than that used for investments in property and equipment and capitalized internal-use software costs.

Limitations and Reconciliations of Non-GAAP Financial Measures

Non-GAAP financial measures are presented for supplemental informational purposes only. Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as substitutes for financial information presented under U.S. GAAP. There are a number of limitations related to the use of non-GAAP financial measures versus comparable financial measures determined under U.S. GAAP. For example, other companies in our industry may calculate these non-GAAP financial measures differently or may use other measures to evaluate their performance. In addition, free cash flow does not reflect our future contractual commitments and the total increase or decrease of our cash balance for a given period. All of these limitations could reduce the usefulness of these non-GAAP financial measures as analytical tools. Investors are encouraged to review the related U.S. GAAP financial measures and the reconciliations of these non-GAAP financial measures to their most directly comparable U.S. GAAP financial measures and to not rely on any single financial measure to evaluate our business.

The following tables reconcile the most directly comparable U.S. GAAP financial measure to each of these non-GAAP financial measures.

Non-GAAP Gross Profit and Gross Margin

	Year Ended December 31,	
	2025	**2024**
	(in thousands, except percentages)	
Gross profit	$ 253,928	$ 222,348
Add:		
Stock-based compensation expense(1)	5,489	6,472
Acquired intangible assets amortization	1,125	490
Non-GAAP Gross Profit	$ 260,542	$ 229,310
Non-GAAP Gross Margin	76%	77%

(1) Stock-based compensation expense-related charges include employer payroll tax-related expenses on employee stock transactions.

Non-GAAP Income (Loss) From Operations and Income (Loss) From Operations Margin

	Year Ended December 31,	
	2025	**2024**
	(in thousands, except percentages)	
Loss from operations	$ (96,005)	$ (107,383)
Add:		
Stock-based compensation expense(1)	95,627	102,645
Acquired intangible assets amortization	1,536	734
Non-GAAP Income (Loss) from Operations	$ 1,158	$ (4,004)
Non-GAAP Income (Loss) from Operations Margin	0%	(1)%

(1) Stock-based compensation expense-related charges include employer payroll tax-related expenses on employee stock transactions.

Free Cash Flow and Free Cash Flow Margin

	Year Ended December 31,	
	2025	2024
	(in thousands, except percentages)	
Net cash provided by (used in) investing activities	$ (55,083)	$ (75,366)
Net cash provided by (used in) financing activities	$ (65,331)	$ (19,941)
Net cash provided by (used in) operating activities	$ 29,824	$ 18,506
Less:		
Purchase of property and equipment	(1,621)	(1,725)
Capitalization of internal-use software costs	(4,725)	(5,053)
Free Cash Flow	$ 23,478	$ 11,728
Free Cash Flow Margin	7%	4%

Components of Results of Operations

Revenue

We generate revenue primarily from sales of subscription services for customers to access our platform. Revenue is driven primarily by the number of paying customers and the level of subscription plan. We generally recognize revenue ratably over the related contractual term beginning on the date that the platform is made available to a customer. Revenue from professional services have primarily been attributed to implementation and training services. We recognize professional services revenue as services are delivered.

Cost of Revenue

Cost of revenue consists primarily of the cost of providing our platform to our customers and consists of third-party hosting fees, personnel and related expenses for our operations and support personnel, and amortization of our capitalized internal-use software and acquired developed software. As we acquire new customers and existing customers increase their use of our platform, we expect that our cost of revenue will increase in dollar amount.

Gross Profit and Gross Margin

Gross profit, or revenue less cost of revenue, and gross margin, or gross profit as a percentage of revenue, has been and will continue to be affected by various factors, including the timing of our acquisition of new customers, renewals of, and follow-on sales to existing customers, costs associated with operating our platform, and the extent to which we expand our operations and customer support organizations. In the long term, we expect our gross profit to increase in dollar amount and our gross margin to improve as we optimize our system performance and leverage ingested data for new products though the gross margin percentage may fluctuate from quarter to quarter due to potential reinvestments into the business. The extent and timing of such investments may vary.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing, and general and administrative expenses. Personnel and related expenses are the most significant component of operating expenses and consist of salaries, benefits, bonuses, stock-based compensation expense, and, in the case of sales and marketing expenses, sales commissions. Operating expenses also include an allocation of overhead costs for facilities and shared IT-related expenses. As we invest in our business, we expect our operating expenses to increase in dollar amount, and although we believe our operating expenses as a percentage of revenue will decrease over the longer term, operating expenses as a percentage of revenue could increase in the short term as we invest in product innovation and sales growth.

Research and Development

Research and development expenses consist primarily of personnel and related expenses. These expenses also include third-party services and consulting expenses, software subscriptions, hosting expenses for research and development activities, product design costs prior to the application development stage, and allocated overhead costs for overhead used in research and development activities. A substantial portion of our research and development efforts are focused on enhancing our software, including researching ways to add new features and functionality to our platform. We anticipate continuing to invest in innovation and technology development, and as a result, we expect research and development expenses to increase in dollar amount but to decrease as a percentage of revenue over the longer term, though the percentage may fluctuate from period to period depending on the extent and timing of product development initiatives. In the short term, research and development costs could increase as a percentage of revenue.

Sales and Marketing

Sales and marketing expenses consist primarily of personnel and related expenses, expenses for performance marketing and lead generation, and brand marketing. These expenses also include allocated overhead costs and travel-related expenses. Sales commissions earned by our sales force that are considered incremental and recoverable costs of obtaining a subscription with a customer are deferred and amortized on a straight-line basis over the expected period of benefit of five years.

We continue to make strategic investments in our sales and marketing organization, and we expect sales and marketing expenses to remain our largest operating expense in dollar amount. We expect our sales and marketing expenses to continue to increase in dollar amount but to decrease as a percentage of revenue over the longer term, though the percentage may fluctuate from period to period depending on the extent and timing of our marketing initiatives. In the short term, sales and marketing costs could increase as a percentage of revenue.

General and Administrative

General and administrative expenses consist primarily of personnel and related expenses for our finance, human resources, information technology, and legal organizations. These expenses also include non-personnel costs, such as outside legal, accounting, and other professional fees, software subscriptions, as well as certain tax, license, and insurance-related expenses, and allocated overhead costs.

We have also incurred certain expenses as part of operating as a publicly-traded company, including professional fees and insurance expenses. As a public company, we expect to continue to incur costs associated with accounting, compliance, insurance, and investor relations which could fluctuate from period to period. We expect our general and administrative expenses to continue to increase in dollar amount over time but to generally decrease as a percentage of our revenue over the longer term, though the percentage may fluctuate from period to period depending on the timing and amount of our general and administrative expenses, including in the short term.

Other Income (Expense), Net

Other income (expense), net consists primarily of interest income on our cash, cash equivalents, and marketable securities holdings and foreign currency transaction gains and losses.

Provision for (Benefit from) Income Taxes

Provision for (benefit from) income taxes consists primarily of income taxes in certain foreign jurisdictions in which we conduct business. For the periods presented, the difference between the U.S. statutory rate and our effective tax rate is primarily due to the valuation allowance on deferred tax assets. Our effective tax rate is also impacted by earnings realized in foreign jurisdictions where the statutory tax rates are different from the federal statutory tax rate. We expect to maintain this full valuation allowance in U.S. jurisdictions for the foreseeable future as it is not more likely than not the deferred tax assets will be realized based on our history of losses.

Results of Operations

The following tables set forth our results of operations for the periods presented and as a percentage of our revenue for those periods. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods.

The following discussion and analysis are for the year ended December 31, 2025, compared to the same period in 2024, unless otherwise stated. Discussion and analysis for the year ended December 31, 2024 compared to the year ended December 31, 2023 may be found in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 20, 2025.

	Year Ended December 31,	
	2025	2024
	(in thousands)	
Revenue	$ 343,214	$ 299,272
Cost of revenue[1]	89,286	76,924
Gross profit	253,928	222,348
Operating expenses:		
Research and development[1]	97,582	97,565
Sales and marketing[1]	188,033	168,306
General and administrative[1]	64,318	63,860
Total operating expenses	349,933	329,731
Loss from operations	(96,005)	(107,383)
Other income (expense), net	10,670	14,855
Loss before provision for (benefit from) income taxes	(85,335)	(92,528)
Provision for (benefit from) income taxes	3,206	1,791
Net loss	$ (88,541)	$ (94,319)

(1) Amounts include stock-based compensation expense as follows:

	Year Ended December 31,	
	2025	2024
	(in thousands)	
Cost of revenue	$ 5,489	$ 6,472
Research and development	32,348	44,421
Sales and marketing	36,783	32,119
General and administrative	17,505	17,007
Total stock-based compensation expense	$ 92,125	$ 100,019

The following table sets forth the components of our consolidated statements of operations and comprehensive loss data, for each of the periods presented, as a percentage of revenue.

	Year Ended December 31,	
	2025	2024
Revenue	100%	100%
Cost of revenue	26%	26%
Gross margin	74%	74%
Operating expenses:		
Research and development	28%	33%
Sales and marketing	55%	56%
General and administrative	19%	21%
Total operating expenses	102%	110%
Loss from operations	(28)%	(36)%
Other income (expense), net	3%	5%
Loss before provision for (benefit from) income taxes	(25)%	(31)%
Provision for (benefit from) income taxes	1%	1%
Net loss	(26)%	(32)%

Note: Certain figures may not sum due to rounding

Comparison of Fiscal Years Ended December 31, 2025 and 2024

Revenue

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(in thousands, except percentages)			
Revenue	$ 343,214	$ 299,272	$ 43,942	15%

Revenue increased $43.9 million or 15%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase in revenue was primarily due to growth of our paying customer base, partially offset by partial and full churn among existing customers, which was lower than our strong expansion within our existing customer accounts as reflected by our NRR (TTM) of 104% as of December 31, 2025.

Cost of Revenue and Gross Margin

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(in thousands, except percentages)			
Cost of revenue	$ 89,286	$ 76,924	$ 12,362	16%
Gross margin	74%	74%	—	—

Cost of revenue increased $12.4 million or 16%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily due to increase of $6.0 million in third-party hosting costs as we increased capacity to support paying customer usage and growth of our paying customer base, $3.4 million increase in amortization of capitalized internal-use software development costs, and $2.8 million net increase in personnel and subcontractor-related expenses, including higher allocated overhead costs.

Operating Expenses

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(in thousands, except percentages)			
Research and development	$ 97,582	$ 97,565	$ 17	0%
Sales and marketing	188,033	168,306	19,727	12%
General and administrative	64,318	63,860	458	1%
Total operating expenses	$ 349,933	$ 329,731	$ 20,202	6%

Research and Development

Research and development expenses increased $0.1 million or 0%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily driven by $10.3 million increase in personnel-related expenses, $0.6 million increase in hosting expense, $0.4 million increase in consulting expense, $0.3 million increase in legal expenses, and $0.3 million increase in software subscriptions expenses, offset by $11.8 million net year-over-year decrease in stock-based compensation primarily due to a one-time acquisition related expense acceleration in prior year for the Command AI acquisition.

Sales and Marketing

Sales and marketing expenses increased $19.7 million or 12%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily driven by $13.3 million increase in personnel-related expenses, $5.2 million increase in stock-based compensation expenses and related payroll taxes, and $1.1 million increase in sales event expenses.

General and Administrative

General and administrative expenses increased $0.5 million or 1%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily driven by $1.8 million increase in consulting expenses, $1.2 million increase in software subscriptions expenses, and $0.6 million increase in stock-based compensation expenses and related payroll taxes, offset by $1.1 million decrease in legal expenses, $1.1 million decrease in bad debt expenses, $0.3 million decrease in recruiting expenses, and $0.3 million decrease in corporate insurance expenses.

Other Income (Expense), net

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(in thousands, except percentages)			
Other income (expense), net	$ 10,670	$ 14,855	$ (4,185)	(28)%

Other income (expense), net decreased $4.2 million or 28%, in the year ended December 31, 2025 compared to the year ended December 31, 2024. The decrease was primarily due to lower interest income of $3.8 million driven by a lower combined yield on investments and cash equivalents during the year ended December 31, 2025.

Provision for (Benefit from) Income Taxes

	Year Ended December 31,			
	2025	2024	$ Change	% Change
	(in thousands, except percentages)			
Provision for (benefit from) income taxes	$ 3,206	$ 1,791	$ 1,415	79%

Provision for (benefit from) income taxes increased $1.4 million or 79%, in the year ended December 31, 2025 compared to the year ended December 31, 2024, primarily due to increased foreign taxes during the year ended December 31, 2025.

Liquidity and Capital Resources

Since inception, we have financed operations primarily through the net proceeds we have received from the sales of our preferred stock and common stock as well as cash generated from the sale of subscriptions to our platform. We have generated losses from our operations as reflected in our accumulated deficit of $546.4 million as of December 31, 2025. We generated positive cash flows from operating activities during the years ended December 31, 2025 and 2024; however, we have historically generated negative cash flows from operating activities. Our future capital requirements will depend on many factors, including revenue growth and costs incurred to support our platform, including growth in our customer base and customer usage, increased research and development expenses to support the growth of our business and related infrastructure, and increased general and administrative expenses to support being a publicly traded company.

As of December 31, 2025, our principal sources of liquidity were cash and cash equivalents of $81.1 million and restricted cash of $0.9 million. We also had $171.4 million in marketable securities that provide additional capital resources. Additionally, a substantial source of our cash provided by operating activities is our deferred revenue, which is included on our consolidated balance sheets as a liability. Deferred revenue consists of the unearned portion of billed fees for our subscriptions, which is recorded as revenue over the term of the subscription agreement. As of December 31, 2025, we had $121.9 million of deferred revenue, all of which was recorded as a current liability. This deferred revenue will be recognized as revenue when or as the related performance obligations are met.

We assess our liquidity primarily through our cash on hand as well as the projected timing of billings under contract with our paying customers and related collection cycles. We believe our current cash and cash equivalents on hand will be sufficient to meet our working capital and capital expenditure requirements for at least the next 12 months. In the event that additional financing is required from outside sources, we may seek to raise additional funds at any time through equity, equity-linked arrangements, and debt. If we are unable to raise additional funds when desired and at reasonable rates, our business, results of operations, and financial condition would be adversely affected. See "Risk Factors—Risks Related to Our Business and Industry—We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all."

Cash Flows

The following table shows a summary of our cash flows for the periods presented:

	Year Ended December 31,	
	2025	2024
	(in thousands)	
Net cash provided by (used in) operating activities	$ 29,824	$ 18,506
Net cash provided by (used in) investing activities	$ (55,083)	$ (75,366)
Net cash provided by (used in) financing activities	$ (65,331)	$ (19,941)

Operating Activities

Our largest source of operating cash is cash collection from sales of subscriptions to our paying customers. Our primary uses of cash from operating activities are for personnel and related expenses, marketing expenses, and third-party hosting-related and software expenses. For the years ended December 31, 2025 and 2024, we have generated positive cash flow from operating activities.

Net cash provided by operating activities of $29.8 million for fiscal 2025 reflects our net loss of $88.5 million, adjusted by non-cash items such as stock-based compensation expense of $92.1 million, depreciation and amortization of $9.6 million, non-cash operating lease costs of $4.4 million, and other non-cash adjustments of $2.1 million, as well as net cash provided by changes in our operating assets and liabilities of $10.1 million. The net cash provided by changes in operating assets and liabilities primarily consisted of collections outpacing revenue recognized as evidenced through the increase in cash of $15.0 million from changes in accounts receivable and deferred revenue, and an increase of $13.8 million from changes in accrued expenses and accounts payable. These changes were offset by an increase in prepaid expenses and other current and non-current assets of $3.1 million, a $4.7 million decrease in operating lease liabilities due to payments related to our operating lease obligations, and an increase in deferred commissions of $10.9 million.

Net cash provided by operating activities of $18.5 million for fiscal 2024 reflects our net loss of $94.3 million, adjusted by non-cash items such as stock-based compensation expense of $100.0 million, depreciation and amortization of $6.1 million, and non-cash operating lease costs of $4.0 million as well as net cash provided by changes in our operating assets and liabilities of $2.4 million. The net cash provided by changes in operating assets and liabilities primarily consisted of collections outpacing revenue recognized as evidenced through the increase in cash of $8.6 million from changes in accounts receivable and deferred revenue and a net increase in accrued expenses and accounts payable of $8.5 million. These changes were offset by an increase in prepaid expenses and other current and non-current assets of $5.5 million, a $4.9 million decrease in operating lease liabilities due to payments related to our operating lease obligations, and an increase in deferred commissions of $4.3 million.

Investing Activities

Net cash used in investing activities of $55.1 million for fiscal 2025 consisted of $116.8 million of purchases of marketable securities, $3.0 million in cash paid for an acquisition, net of cash acquired, $4.7 million of capitalized internal-use software development costs, $1.6 million in purchases of property and equipment, and 0.2 million in issuance of a bridge loan. These decreases were offset by $71.3 million of cash received from the maturities of marketable securities.

Net cash used in investing activities of $75.4 million for fiscal 2024 consisted of $146.3 million of purchases of marketable securities, $16.1 million in cash paid for an acquisition, net of cash acquired, $5.1 million of capitalized internal-use software development costs, and $1.7 million in purchases of property and equipment. These decreases were offset by $93.8 million of cash received from the maturities of marketable securities.

Financing Activities

Net cash used in financing activities of $65.3 million for fiscal 2025 primarily consisted of $38.4 million in net tax remittance on equity awards related to the vesting of RSU awards under a withhold-to-cover method, $30.8 million in repurchase of common stock, and $1.1 million cash paid for acquisition holdbacks, offset by $4.9 million in proceeds from the exercise of stock options.

Net cash used in financing activities of $19.9 million for fiscal 2024 primarily consisted of $26.4 million in net tax remittance on equity awards related to the vesting of RSU awards under a withhold-to-cover method, offset by $6.5 million in proceeds from the exercise of stock options.

Remaining Performance Obligations

Remaining performance obligations ("RPO") as of December 31, 2025 and 2024, including the expected timing of recognition, is as follows:

	As of December 31,		
	2025	2024	% Change
	(in thousands, except percentages)		
Less than or equal to 12 months	$ 267,448	$ 223,320	20%
Greater than 12 months	150,271	85,315	76%
Total remaining performance obligations	$ 417,719	$ 308,635	35%

Our RPO represents the amount of contracted future revenue that has not yet been recognized, including both deferred revenue and non-cancellable contracted amounts that will be invoiced and recognized as revenue in future periods. RPO excludes performance obligations from overages. RPO is influenced by a number of factors, including the timing of renewals, the timing of purchases, average contract terms, and seasonality. Due to these factors, it is important to review RPO in conjunction with product revenue and other financial metrics disclosed elsewhere in this Annual Report on Form 10-K.

Contractual Obligations and Commitments

As of December 31, 2025, the contractual commitment amounts in the table below are associated with agreements that are enforceable and legally binding. Purchase orders issued in the ordinary course of business are not included in the table below, as our purchase orders represent authorizations to purchase rather than binding agreements.

	Total	2026	2027-2028	2029-2030	After 2030
			(in thousands)		
Operating lease and real estate-related commitments[(1)]	$ 10,489	$ 2,787	$ 7,210	$ 492	$ —
Purchase commitments[(2)]	307,761	63,060	112,978	116,723	15,000
Total contractual obligations	$ 318,250	$ 65,847	$ 120,188	$ 117,215	$ 15,000

(1) Consists of future real estate-related non-cancellable minimum rental payments under operating leases and real estate commitments with substitution rights.
(2) In April 2025, the Company entered into a new private pricing addendum with Amazon Web Services ("AWS") for cloud computing infrastructure, which replaced the Company's prior agreement with AWS. Under the terms of the agreement, the Company has a minimum purchase commitment of $326.3 million in AWS services through March 2031. As of December 31, 2025, $294.8 million remains on this commitment.

Indemnification Agreements

In the ordinary course of business, we enter into agreements of varying scope and terms pursuant to which we agree to indemnify customers, vendors, lessors, business partners, and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, services to be provided by us, or from intellectual property infringement claims made by third parties. Additionally, we have entered into indemnification agreements with our directors and certain officers and employees that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers, or employees. No demands have been made upon us to provide indemnification under such agreements, and there are no claims that we are aware of that could reasonably be expected to have a material effect on our financial position, results of operations, or cash flows.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

The critical accounting estimates, assumptions, and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

We generate revenue primarily from sales of subscription services. Revenue is recognized when, or as, the RPO is satisfied by transferring the control of the promised service to a customer. The amount of revenue recognized reflects the consideration that we expect to be entitled to receive in exchange for these services. We account for revenue contracts with customers by applying the requirements of ASC 606, which includes the following steps:

- identification of the contract, or contracts, with the customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of the revenue when, or as, a performance obligation is satisfied.

Our SaaS subscription agreements with customers enable them to access and send event volume data to our cloud-based platform. Subscription arrangements with customers do not provide the customer with the right to take possession of our software at any time. Instead, customers are granted continuous access to the platform over the contractual period. A time-elapsed method is used to measure progress because our obligation is to provide continuous service over the contractual period and control is transferred evenly over the contractual period. Accordingly, the fixed consideration related to subscription revenue is recognized ratably over the contract term beginning on the date access to the subscription product is provisioned. Typical subscription terms are in increments of 12 months with various payment terms ranging from monthly to annual up-front payments. Most contracts are non-cancellable over the contractual term and are subject to standard terms and conditions; however, certain contracts contain nonstandard terms that may impact the timing of revenue recognition. Some customers have the option to purchase additional subscription services at a stated price. These options are evaluated on a case-by-case basis but generally do not provide a material right as they do not provide a discount to the customer that is incremental to the range of discounts typically given for the same services that are sold to a similar class of customers, even when the stand-alone selling price of the services subject to the option is highly variable.

Deferred Contract Acquisition Costs (Deferred Commissions)

We capitalize sales commissions that are recoverable and incremental due to the acquisition of customer contracts. We determine whether costs should be deferred based on its sales compensation plans, if the commissions are in fact incremental and would not have occurred absent the customer contract.

Commissions paid upon the initial acquisition of a contract are deferred and then amortized on a straight-line basis over a period of benefit, determined to be five years. The period of benefit is estimated by considering factors such as the expected life of our subscription contracts, historical customer attrition rates, technological life of our platform, as well as other factors. Sales commissions for renewal of a subscription contract are not considered commensurate with the commissions paid for the acquisition of the initial subscription contract given the substantive difference in commission rates between new and renewal contracts. We determine the period of benefit for renewal subscription contracts by considering the contractual term for renewal contracts.

Amounts anticipated to be recognized within 12 months of the balance sheet date are recorded as deferred commissions, current, with the remaining portion recorded as deferred commissions, non-current, in the consolidated balance sheets. Amortization of deferred commissions is included in sales and marketing expense in the consolidated statements of operations and comprehensive loss. We periodically review these deferred commissions to determine whether events or changes in circumstances have occurred that could impact recoverability or the period of benefit. There were no impairment losses recorded during the periods presented.

Recent Accounting Pronouncements

See Note 1 to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K for more information regarding recent accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our cash and cash equivalents and marketable securities primarily consist of cash on hand and highly liquid investments in money market funds and U.S. government securities. As of December 31, 2025, we had cash and cash equivalents of $81.1 million and marketable securities, including non-current investments, of $171.4 million. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to fluctuations in interest rates, which may affect our interest income on cash and cash equivalents. However, an immediate 10% increase or decrease in interest rates would not have a material effect on the fair value of our portfolio. We therefore do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates.

Foreign Currency Risk

The vast majority of our subscription agreements are denominated in U.S. dollars, with a small number of subscription agreements denominated in foreign currencies. A portion of our operating expenses are incurred outside the United States, denominated in foreign currencies, and subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound, Canadian Dollar, Singapore Dollar, Australian Dollar, and Japanese Yen. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our consolidated statements of operations. As the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency becomes more significant. A hypothetical 10% increase or decrease in the relative value of the U.S. dollar to other currencies would not have a material effect on our operating results.

Inflation Risk

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs. Our inability or failure to do so could harm our business, results of operations, or financial condition.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Amplitude, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Amplitude, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue arrangements with non-standard terms and conditions

As discussed in Note 1 of the consolidated financial statements, the Company generates revenue from Software as a Service (SaaS) subscriptions to customers. Most customer contracts are subject to standard terms and conditions; however, certain contracts contain nonstandard terms that may impact the timing of revenue recognition. For the year ended December 31, 2025, the Company's revenue was $343.2 million, which included revenue related to sales of SaaS subscription arrangements.

We identified the evaluation of revenue from SaaS subscription arrangements with non-standard terms and conditions as a critical audit matter. Significant auditor judgment was required to evaluate the Company's assessment of the impact on revenue recognition for certain terms and conditions that are unique to certain contracts. Specifically, complex auditor judgment was required to evaluate the Company's determination of the timing of revenue recognition for SaaS subscription arrangements with non-standard terms and conditions.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's revenue recognition process, including controls related to the assessment of contractual terms that impact the determination of the timing of SaaS subscription revenue recognition. We selected a sample of SaaS subscription revenue transactions and evaluated the Company's identification and assessment of the terms and conditions impacting revenue recognition by reading the underlying contracts and accounting analysis to evaluate whether management's analysis determined the appropriate timing of revenue recognition.

/s/ KPMG LLP

We have served as the Company's auditor since 2017.

Santa Clara, California
February 18, 2026

AMPLITUDE, INC.
Consolidated Balance Sheets
(In thousands, except par value per share amounts)

	As of December 31, 2025	As of December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 81,119	$ 171,678
Restricted cash, current	—	881
Marketable securities, current	110,882	69,419
Accounts receivable, net of allowance for doubtful accounts of $1,046 and $1,417 as of December 31, 2025 and 2024, respectively	23,423	26,346
Prepaid expenses and other current assets	22,859	20,353
Deferred commissions, current	18,380	14,954
Total current assets	256,663	303,631
Marketable securities, non-current	60,543	57,242
Property and equipment, net	18,632	16,333
Intangible assets, net	6,376	4,364
Goodwill	25,180	24,370
Restricted cash, non-current	850	—
Deferred commissions, non-current	35,135	27,697
Operating lease right-of-use assets	9,045	5,286
Other non-current assets	8,260	6,988
Total assets	$ 420,684	$ 445,911
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 5,734	$ 991
Accrued expenses	37,124	33,851
Deferred revenue	121,888	109,671
Total current liabilities	164,746	144,513
Operating lease liabilities, non-current	6,882	1,772
Non-current liabilities	3,710	3,070
Total liabilities	175,338	149,355
Commitments and contingencies (Note 9)		
Stockholders’ equity:		
Preferred stock, $0.00001 par value per share; 20,000 shares authorized as of December 31, 2025 and 2024; zero shares issued and outstanding as of December 31, 2025 and 2024	—	—
Class A common stock, $0.00001 par value per share; 600,000 shares authorized as of December 31, 2025 and 2024; 104,400 and 96,095 shares issued and outstanding as of December 31, 2025 and 2024, respectively	1	1
Class B common stock, $0.00001 par value per share; 600,000 shares authorized as of December 31, 2025 and 2024; 29,633 and 33,093 shares issued and outstanding as of December 31, 2025 and 2024, respectively	—	—
Additional paid-in capital	791,146	754,398
Accumulated other comprehensive income	589	6
Accumulated deficit	(546,390)	(457,849)
Total stockholders’ equity	245,346	296,556
Total liabilities and stockholders’ equity	$ 420,684	$ 445,911

See accompanying notes to consolidated financial statements.

AMPLITUDE, INC.
Consolidated Statements of Operations and Comprehensive Loss
(In thousands, except per share amounts)

	Year Ended December 31,		
	2025	2024	2023
Revenue	$ 343,214	$ 299,272	$ 276,284
Cost of revenue	89,286	76,924	71,923
Gross profit	253,928	222,348	204,361
Operating expenses:			
Research and development	97,582	97,565	90,138
Sales and marketing	188,033	168,306	153,714
General and administrative	64,318	63,860	54,887
Restructuring and other related charges	—	—	8,142
Total operating expenses	349,933	329,731	306,881
Other income, net	10,670	14,855	13,426
Loss before provision for (benefit from) income taxes	(85,335)	(92,528)	(89,094)
Provision for income taxes	3,206	1,791	1,269
Net loss	$ (88,541)	$ (94,319)	$ (90,363)
Net loss per share attributable to Class A and Class B common stockholders:			
Basic and diluted	$ (0.67)	$ (0.76)	$ (0.77)
Weighted-average shares used in computing net loss per share attributable to Class A and Class B common stockholders:			
Basic and diluted	131,976	123,900	116,938
Other comprehensive loss			
Net unrealized gains on marketable securities	583	187	573
Comprehensive loss	$ (87,958)	$ (94,132)	$ (89,790)

See accompanying notes to consolidated financial statements.

AMPLITUDE, INC.
Consolidated Statements of Stockholders' Equity
(In thousands)

	Class A and Class B common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity
	Shares	Amount				
Balance at December 31, 2022	114,199	$ 1	$ 568,889	$ (754)	$ (273,167)	$ 294,969
Stock-based compensation expense	—	—	90,022	—	—	90,022
Exercise of stock options	1,651	—	4,619	—	—	4,619
Vesting of early exercised stock options	—	—	715	—	—	715
Vesting of restricted stock units	4,754	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	474	—	4,062	—	—	4,062
Tax withholding on net share settlement of restricted stock units	(891)	—	(9,844)	—	—	(9,844)
Repurchase of unvested stock options	(177)	—	—	—	—	—
Net loss	—	—	—	—	(90,363)	(90,363)
Other comprehensive income (loss), net	—	—	—	573	—	573
Balance at December 31, 2023	120,010	$ 1	$ 658,463	$ (181)	$ (363,530)	$ 294,753
Stock-based compensation expense	—	—	105,033	—	—	105,033
Exercise of stock options	2,256	—	6,506	—	—	6,506
Issuance of common stock in connection with an acquisition	2,211	—	6,836	—	—	6,836
Vesting of early exercised stock options	—	—	20	—	—	20
Vesting of restricted stock units	6,795	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	469	—	3,755	—	—	3,755
Tax withholding on net share settlement of restricted stock units	(2,553)	—	(26,215)	—	—	(26,215)
Net loss	—	—	—	—	(94,319)	(94,319)
Other comprehensive income (loss), net	—	—	—	187	—	187
Balance at December 31, 2024	129,188	$ 1	$ 754,398	$ 6	$ (457,849)	$ 296,556
Stock-based compensation expense	—	—	96,299	—	—	96,299
Exercise of stock options	1,632	—	4,881	—	—	4,881
Issuance of common stock in connection with acquisitions	354	—	914	—	—	914
Vesting of restricted stock units	8,543	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	453	—	3,895	—	—	3,895
Tax withholding on net share settlement of restricted stock units	(3,329)	—	(38,502)	—	—	(38,502)
Repurchase of common stock	(2,808)	—	(30,739)	—		(30,739)
Net loss	—	—	—	—	(88,541)	(88,541)
Other comprehensive income (loss), net	—	—	—	583	—	583
Balance at December 31, 2025	134,033	$ 1	$ 791,146	$ 589	$ (546,390)	$ 245,346

See accompanying notes to consolidated financial statements.

AMPLITUDE, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net loss	$ (88,541)	$ (94,319)	$ (90,363)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	9,605	6,107	5,620
Stock-based compensation expense	92,125	100,019	88,285
Other	2,094	283	(301)
Non-cash operating lease costs	4,395	3,985	3,917
Changes in operating assets and liabilities:			
Accounts receivable	2,772	2,205	(8,448)
Prepaid expenses and other current assets	(1,859)	(2,324)	3,711
Deferred commissions	(10,864)	(4,264)	(1,670)
Other non-current assets	(1,272)	(3,181)	2,050
Accounts payable	4,690	(1,987)	2,498
Accrued expenses	9,112	10,516	11,873
Deferred revenue	12,217	6,354	12,580
Operating lease liabilities	(4,650)	(4,888)	(4,122)
Net cash provided by (used in) operating activities	29,824	18,506	25,630
Cash flows provided by (used in) investing activities:			
Cash received from maturities of marketable securities	71,283	93,750	12,500
Purchases of marketable securities	(116,808)	(146,270)	—
Purchase of property and equipment	(1,621)	(1,725)	(1,279)
Capitalization of internal-use software costs	(4,725)	(5,053)	(1,904)
Cash paid for acquisitions, net of cash acquired	(3,029)	(16,068)	—
Issuance of bridge loan	(183)	—	—
Net cash provided by (used in) investing activities	(55,083)	(75,366)	9,317
Cash flows provided by (used in) financing activities:			
Proceeds from the exercise of stock options	4,881	6,506	4,619
Cash received for tax withholding obligations on equity award settlements	4,276	4,578	13,427
Cash paid for tax withholding obligations on equity award settlements	(42,677)	(31,025)	(22,334)
Cash paid for acquisition holdback	(1,072)	—	—
Repurchase of common stock	(30,739)	—	(648)
Net cash provided by (used in) financing activities	(65,331)	(19,941)	(4,936)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(90,590)	(76,801)	30,011
Cash, cash equivalents, and restricted cash at beginning of period	172,559	249,360	219,349
Cash, cash equivalents, and restricted cash at end of period	$ 81,969	$ 172,559	$ 249,360
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	$ 965	$ 491	$ 454
Non-cash investing and financing activities:			
Vesting of early exercised options	$ —	$ 20	$ 715
Purchases of property and equipment included in liabilities	$ 53	$ —	$ 86
Stock-based compensation capitalized as internal-use software costs	$ 4,174	$ 5,014	$ 1,737
Issuance of common stock in connection with business combinations	$ 914	$ 6,836	$ —

See accompanying notes to consolidated financial statements.

AMPLITUDE, INC.
Notes to Consolidated Financial Statements

(1) Summary of Business and Significant Accounting Policies

Description of Business

Amplitude, Inc. (the "Company") was incorporated in the state of Delaware in 2011 and is headquartered in San Francisco, California. The Company provides an AI Analytics Platform that helps businesses understand how people are using their digital products so they can improve the digital experience provided by those digital products. The Company delivers its application over the Internet as a subscription service using a software-as-a-service ("SaaS") model. The Company's arrangements with customers do not provide the customer with the right to take possession of the software supporting the cloud-based application service at any time. The Company also offers customer support related to initial implementation setup, ongoing support services, and application training.

Segment Information

The Company has a single operating and reportable segment. The software segment provides an AI Analytics Platform to customers using a SaaS model. The Company derives revenue primarily in the United States and manages the business activities on a consolidated basis. The accounting policies of the software segment are the same as those described in the summary of significant accounting policies.

The chief operating decision maker, who, in the Company's case, is the Chief Executive Officer ("CEO"), assesses performance for the software segment and decides how to allocate resources based on functional expenses exclusive of stock-based compensation, amortization of acquired intangible assets, non-recurring charges such as restructuring and other related charges as well as related tax impacts of these items. The CEO uses these functional expense captions and consolidated net loss to evaluate income generated or losses incurred from the software segment, and utilizes the metric in deciding operating decisions, including, but not limited to, investing in R&D, product developments, personnel, and other expenses. The measure of segment assets is reported on the balance sheet as total consolidated assets.

The following tables sets forth operating segment information (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Revenue	$ 343,214	$ 299,272	$ 276,284
Less:			
Cost of revenue[1]	82,672	69,962	63,385
Research and development[1]	63,786	51,921	52,619
Sales and marketing[1]	149,429	135,047	123,333
General and administrative[1]	46,169	46,346	40,440
Other segment expenses	97,163	103,379	99,027
Other income	(10,670)	(14,855)	(13,426)
Provision for income taxes	3,206	1,791	1,269
Consolidated net loss	$ (88,541)	$ (94,319)	$ (90,363)

(1) Amounts exclude other segment expenses as follows:

	Year Ended December 31,		
	2025	2024	2023
Stock-based compensation expense and related employer payroll taxes	$ 95,627	$ 102,645	$ 89,472
Amortization of acquired intangible assets	1,536	734	1,413
Restructuring and other related charges	—	—	8,142
Total other segment expenses	$ 97,163	$ 103,379	$ 99,027

Basis of Presentation and Principles of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP" or "GAAP") and include the accounts of Amplitude, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency

The reporting currency of the Company is the United States dollar. The functional currency of the Company's foreign subsidiaries is also the United States dollar. Foreign currency transaction gains and losses are recognized in "Other income (expense), net" in the consolidated statements of operations and comprehensive loss, and have not been material for any of the periods presented.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based on information available as of the date of the financial statements and may involve subjective or significant judgment by the Company; therefore, actual results could differ from the Company's estimates. Items subject to such estimates and assumptions include, but are not limited to the:

- expected period of benefit for deferred commissions;
- useful lives of long-lived assets;
- valuation of goodwill and intangible assets;
- recognition, measurement, and valuation of deferred tax assets and income tax uncertainties; and
- incremental borrowing rates used for operating leases.

Revenue Recognition

The Company derives revenue primarily from sales of subscription services. Revenue is recognized when, or as, the related performance obligation is satisfied by transferring the control of the promised service to a customer. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these services.

To achieve the core principle of the revenue standard, the Company applies the following steps:

(i) Identification of the contract, or contracts, with the customer

The Company considers the terms and conditions of the contract in identifying the contracts. The Company determines a contract with a customer to exist when the contract is approved, each party's rights regarding the services to be transferred can be identified, the payment terms for the services can be identified, it has been determined the customer has the ability and intent to pay, and the contract has commercial substance. At contract inception, the Company will evaluate whether two or more contracts should be combined and accounted for as a single contract and whether the combined or single contract includes more than one performance obligation. The Company applies judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit, and financial information pertaining to the customer.

(ii) Identification of the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company and are distinct in the context of the contract, whereby the transfer of the services and the products is separately identifiable from other promises in the contract. The Company's performance obligations consist of (1) core subscription services and (2) professional and other services.

(iii) Determination of the transaction price

The transaction price is determined based on the consideration to which the Company expects to be entitled in exchange for transferring services to the customer. The transaction price includes SaaS subscription fees based on the contracted usage as well as variable consideration associated with overage fees on exceeded volume limits. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts contain a significant financing component.

(iv) Allocation of the transaction price to the performance obligations in the contract

Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on each performance obligation's relative standalone selling price. Contracts typically have one performance obligation of providing access to the core subscription service. On occasion, contracts include professional services to customers, which are separate performance obligations. Professional services revenue has historically not been significant.

(v) Recognition of the revenue when, or as, a performance obligation is satisfied

Revenue is recognized at the time the related performance obligation is satisfied by transferring the control of the promised service to a customer. For subscription services, revenue is recognized as the customer is given access to the core subscription service, in an amount that reflects the consideration that the Company expects to receive in exchange for access to the services. With respect to professional services, the Company recognizes revenue as services are delivered. The Company generates all its revenue from contracts with customers.

Subscription revenue

The Company generates revenue from subscription services including SaaS subscriptions and customer support services subject to contractual subscription terms. SaaS subscriptions enable customers to access and send event volume data to the Company's cloud-based platform. Subscription arrangements with customers do not provide the customer with the right to take possession of the Company's software at any time. Instead, customers are granted continuous access to the platform over the contractual period. A time-elapsed method is used to measure progress because the Company's obligation is to provide continuous service over the contractual period and control is transferred evenly over the contractual period. Accordingly, the fixed consideration related to subscription revenue is recognized ratably over the contract term beginning on the date access to the subscription product is provisioned. Typical subscription terms are in increments of 12 months with various payment terms ranging from monthly to annual up-front payments. Most contracts are non-cancellable over the contractual term and are subject to standard terms and conditions; however, certain contracts contain nonstandard terms that may impact the timing of revenue recognition. Some customers have the option to purchase additional subscription services at a stated price. These options are evaluated on a case-by-case basis but generally do not provide a material right as they do not provide a discount to the customer that is incremental to the range of discounts typically given for the same services that are sold to a similar class of customers, even when the stand-alone selling price of the services subject to the option is highly variable.

Remaining performance obligations

The Company's contracts with customers generally include one combined performance obligation, its core subscription offering, which is a series of distinct services transferred to the customer ratably over the respective obligation's term. Other performance obligations that may be identified in contracts include professional services. As of December 31, 2025, the unrecognized transaction price related to remaining performance obligations was $417.7 million.

The Company's remaining performance obligations as of December 31, 2025 are expected to be recognized as follows (in thousands):

	As of December 31, 2025	As of December 31, 2024
Less than or equal to 12 months	$ 267,448	$ 223,320
Greater than 12 months	150,271	85,315
Total remaining performance obligations	$ 417,719	$ 308,635

Disaggregation of Revenue

The following table shows the Company's disaggregation of revenue by geographic areas, as determined based on the address of the Company's customers (in thousands):

	Year Ended December 31,		
	2025	2024	2023
United States	$ 209,770	$ 180,091	$ 167,919
International	133,444	119,181	108,365
Total revenue	$ 343,214	$ 299,272	$ 276,284

Accounts Receivable, Net

Accounts receivable are primarily comprised of cash due from customers and are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company has a well-established collections history from its customers. Credit is extended to customers based on an evaluation of their financial condition and other factors. In determining the necessary allowance for doubtful accounts, the Company estimates the lifetime expected credit losses against the existing accounts receivable balance. The Company's estimate is based on certain factors including historical loss rates, current economic conditions, reasonable and supportable forecasts, and customer-specific circumstances. The Company maintained an allowance of $1.0 million and $1.4 million for doubtful accounts as of December 31, 2025 and 2024, respectively. The movements in the allowance for doubtful accounts were not material for any of the periods presented. The Company does not have any off-balance-sheet credit exposure related to its customers.

Concentration of Risk and Significant Customers

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, marketable securities, and accounts receivable. Although the Company deposits its cash with high-quality, credit-rated financial institutions, the deposits, at times, may exceed federally insured limits. The Company has not experienced any losses on its deposits of cash and cash equivalents.

No customer accounted for 10% or more of total revenue for the years ended December 31, 2025, 2024, and 2023. As of December 31, 2025 and 2024, no customers represented 10% or more of accounts receivable.

Deferred Revenue

Deferred revenue consists of billings of payments received in advance of revenue recognition and is recognized when, or as, performance obligations are satisfied. The Company generally invoices its customers annually or in semi-annual, quarterly, or in monthly installments. Accordingly, the deferred revenue balance does not represent the total contract value of annual non-cancellable subscription agreements. The amount of revenue recognized in the years ended December 31, 2025 and 2024 that was included in deferred revenue at the beginning of the period was $108.5 million and $102.0 million, respectively.

Deferred Commissions

The Company capitalizes sales commissions that are recoverable and incremental due to the acquisition of customer contracts. The Company determines whether costs should be deferred based on its sales compensation plans, if the commissions are in fact incremental and would not have occurred absent the customer contract.

Commissions paid upon the initial acquisition of a contract are deferred and then amortized on a straight-line basis over a period of benefit, determined to be five years. The period of benefit is estimated by considering factors such as the expected life of the Company's subscription contracts, historical customer attrition rates, technological life of the Company's platform, as well as other factors. Sales commissions for renewal of a subscription contract are not considered commensurate with the commissions paid for the acquisition of the initial subscription contract given the substantive difference in commission rates between new and renewal contracts. The Company determines the period of benefit for renewal subscription contracts by considering the contractual term for renewal contracts.

Amounts anticipated to be recognized within 12 months of the balance sheet date are recorded as deferred commissions, current, with the remaining portion recorded as deferred commissions, non-current, in the consolidated balance sheets. Amortization of deferred commissions is included in sales and marketing expense in the consolidated statement of operations and comprehensive loss. The Company periodically reviews these deferred commissions to determine whether events or changes in circumstances have occurred that could impact recoverability or the period of benefit. There were no impairment losses recorded during the periods presented.

The following table represents a roll-forward of the Company’s deferred commissions as of December 31, 2025 and 2024 (in thousands):

	Year Ended December 31,	
	2025	2024
Beginning balance	$ 42,651	$ 38,386
Additions to deferred commissions	28,138	18,551
Amortization of deferred commissions	(17,274)	(14,286)
Ending balance	53,515	42,651
Deferred commissions, current	18,380	14,954
Deferred commissions, non-current	35,135	27,697
Total deferred commissions	$ 53,515	$ 42,651

Cost of Revenue

Cost of revenue primarily consists of costs related to third-party hosting costs; employee-related expenses, including salaries, stock-based compensation and benefits for operations and support personnel, software license fees, certain developed technology and acquired developed software amortization, and allocated overhead.

Research and Development Expense

The Company's costs related to research, design, maintenance, and minor enhancements of the Company's platform are expensed as incurred. These costs consist primarily of personnel and related expenses. These costs also include third-party services and consulting expenses, software subscriptions, hosting expenses for research and development activities, product design costs prior to the application development stage, and allocated overhead costs for overhead used in research and development activities. A substantial portion of the Company's research and development efforts are focused on enhancing its software, including identifying opportunities to add new features and functionality to its platform.

Advertising Costs

The Company expenses all advertising costs as incurred as a component of sales and marketing expenses. Advertising expenses of $4.5 million, $5.9 million, and $5.5 million were incurred during the years ended December 31, 2025, 2024, and 2023, respectively.

Stock-Based Compensation

The Company records stock-based compensation expense for all stock-based awards, including stock options, restricted stock units ("RSUs") and purchase rights issued under the 2021 Employee Stock Purchase Plan ("ESPP"), made to employees, non-employees, and directors based on estimated fair values recognized over the requisite service period. The Company measures and recognizes compensation expense for all stock-based payment awards granted to employees, directors, and non-employees based on the estimated fair values on the date of the grant and vesting criteria. For options, vesting is typically over a four-year period and is contingent upon continued employment on each vesting date. In general, options granted to newly hired employees vest ratably each month over a 36-month period to 48-month period. RSUs typically vest ratably each quarter over a three-year period and is contingent upon continued employment on each vesting date.

The Company recognizes compensation expense for service-based stock-based awards as an expense over the employee's or director's requisite service period on a straight-line basis. Forfeitures are accounted for as they occur. Stock-based compensation expense is allocated to cost of revenue and operating expenses on the consolidated statements of operations and comprehensive loss based on where the associated employee's functional department is located.

The fair value of stock options granted under the 2021 Plan and purchase rights issued under the ESPP for purposes of calculating stock-based compensation expense is estimated on the grant date using the Black-Scholes pricing model. The Black-Scholes pricing model requires the Company to make assumptions and judgments about the inputs used in the calculation, including the expected term (weighted-average period of time that the options granted are expected to be outstanding), the volatility of the Company's common stock, risk-free interest rate, and expected dividend yield. The expected term represents the period that the Company's stock-based awards are expected to be outstanding. For stock options considered to be "plain vanilla" options, the Company estimates the expected term based on the simplified method, which is essentially the weighted average of the vesting period and contractual term, as the Company's historical option exercise experience does not provide a reasonable basis upon which to estimate the expected term. Depending on when the award was issued, the volatility is based on the historical volatility of the Company's Class A common stock or is based on an average of the historical volatilities of the common stock of comparable public companies with characteristics similar to those of the Company. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected life of the option or purchase right. The Company's expected dividend yield input is zero as it has not historically paid, nor does it expect in the future to pay, cash dividends on its common stock. Stock-based compensation expense for RSUs granted under the 2021 Plan is measured based on the fair value of the underlying shares on the date of grant.

Taxes

Income taxes are accounted for under the asset-and-liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income or loss in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established for deferred tax assets to the extent it is more likely than not that the deferred tax assets may not be realized.

The Company evaluates uncertain tax positions taken or expected to be taken in the course of preparing its tax return to determine whether the tax positions are more likely than not of being sustained upon challenge by the applicable tax authority. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

Cash, Cash Equivalents, and Restricted Cash

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents are stated at fair value. Restricted cash represents cash held to collateralize lease obligations related to the Company's property leases. As of December 31, 2025, $0.9 million of restricted cash was recorded as non-current assets. As of December 31, 2024, $0.9 million of restricted cash was recorded as current assets. The following table represents the Company's cash, cash equivalents, and restricted cash at each period end (in thousands):

	As of December 31,	
	2025	**2024**
Cash and cash equivalents	$ 81,119	$ 171,678
Restricted cash, current	—	881
Restricted cash, non-current	850	—
Total cash, cash equivalents, and restricted cash	$ 81,969	$ 172,559

Investments in Marketable Securities

Investments in marketable securities consist of commercial paper, corporate notes, and bonds, as well as U.S. Treasury and government agency securities. Management determines the appropriate classification of investments at the time of purchase and reevaluates such determination at each balance sheet date. Marketable securities are classified as available-for-sale and are carried at fair value on the consolidated balance sheets and are classified as short-term or long-term based on their remaining contractual maturities.

The Company evaluates its investments with unrealized loss positions at the individual security level to determine whether the unrealized loss was related to credit or noncredit factors. The Company considers whether a credit loss exists based on the extent of the unrealized loss position, any adverse conditions specifically related to the security or the issuer's operating environment, pay structure of the security, the issuer's payment history and any changes in the issuer's credit rating. Estimated credit losses are determined using a discounted cash flow model and recorded as an allowance, with changes in expected credit losses on the Company's investments recorded in “Other income (expense), net” in the consolidated statements of operations and comprehensive loss. Unrealized gains and losses related to noncredit factors are reflected in “Accumulated other comprehensive income (loss)” on the consolidated balance sheets.

Fair Value Measurements

The Company determines fair value based upon the exit price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, as determined by either the principal market or the most advantageous market for the asset or liability. Inputs used in the valuation techniques to derive fair values are classified based on a three-level hierarchy. These levels are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date for assets or liabilities; the fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date; the fair value hierarchy gives the lowest priority to Level 3 inputs.

Observable inputs are based on market data obtained from independent sources. The fair value of cash, restricted cash, accounts receivable, accounts payable, and accrued liabilities approximated their carrying values as of December 31, 2025 and 2024 due to their short-term nature. The fair values of all of these instruments are categorized as Level 1 in the fair value hierarchy. The fair value of the Company's cash equivalents and marketable securities as categorized by the fair value level hierarchy is detailed in Note 3.

Acquisitions

The Company applies a screen test to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets to determine whether a transaction is accounted for as an asset acquisition or business combination. When the acquired set includes an input and at least one substantive process that together contribute to the ability to create outputs, the Company considers the acquired set a business. When the Company acquires a business, the purchase consideration is allocated to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated respective fair value using the acquisition method of accounting. The excess of the fair value of purchase consideration over the values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair value of assets acquired and liabilities assumed at the acquisition date, management uses its best estimates and assumptions, particularly with respect to acquired intangible assets. These assumptions include, but are not limited to, projected revenue and costs. Management’s estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Acquisition costs, such as legal and consulting fees, are expensed as incurred. During the measurement period, which is not to exceed one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded in the consolidated statement of operations and comprehensive loss.

Goodwill and Other Acquired Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in connection with business combinations accounted for using the acquisition method of accounting. The Company has one reporting unit and performs testing of goodwill impairment at the reporting unit level in the fourth quarter of each year, or as events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. These triggering events that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of goodwill or a significant decrease in expected cash flows. The Company’s test for goodwill impairment starts with a qualitative assessment to determine whether it is necessary to perform the quantitative goodwill impairment test. If the Company determines, based on the qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, then a quantitative goodwill impairment test is required. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. There were no impairments of goodwill recorded for the years ended December 31, 2025, 2024, and 2023.

Intangible assets mainly consist of developed technology resulting from the Company’s acquisitions. Acquired intangible assets are recorded at cost, net of accumulated amortization. Intangible assets are amortized on a straight-line basis over their estimated useful lives, which was determined to be one to five years based on the intangible asset class. For developed technology, amortization costs were included within cost of revenue in the consolidated statements of operations upon the related product release date. Long-lived assets, including intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. There was no impairment of intangible assets recorded for the years ended December 31, 2025, 2024, and 2023.

Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the shorter of the estimated useful lives of the respective assets or the expected lease term for leasehold improvements, as follows:

Property	**Useful Life**
Office equipment	3 years
Furniture and fixtures	3 years
Leasehold improvements	Shorter of the expected lease term or 5 years
Software including internal-use software	3 years

Maintenance and repairs are charged to expense as incurred and improvements are capitalized. When assets are retired or otherwise disposed of, the cost and accumulated depreciation is removed from the accounts and any resulting gain or loss is reflected in the statements of operations and comprehensive loss for the period realized.

Operating Leases

The Company determines if an arrangement is, or contains, a lease at inception. Leases arise from contractual obligations that convey the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration. The Company determines whether an arrangement is or contains a lease at inception, based on whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. At lease commencement date, the Company determines lease classification between finance and operating, allocates the consideration to the lease and non-lease components and recognizes a right-of-use ("ROU") asset and corresponding lease liability for each lease component. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments based on the lease contracts.

Operating lease ROU assets and liabilities were recognized at adoption date or lease commencement date, based on the present value of lease payments over the remaining lease term. The Company's lease contracts do not provide an implicit rate, as such the Company used its incremental borrowing rate based on the information available at adoption date or lease commencement date, if the commencement date was after January 1, 2022, in determining the present value of lease payments. The operating lease ROU assets also include any lease payments made to the lessors at or before the lease commencement date, and excludes lease incentives. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

The lease liability is initially measured as the present value of the remaining lease payments over the lease term. The discount rate used to determine the present value is the Company's incremental borrowing rate unless the interest rate implicit in the lease is readily determinable. The Company estimates the incremental borrowing rate based on the information available at lease commencement date for borrowings with a similar term. The ROU asset is initially measured as the present value of the lease payments, adjusted for initial direct costs, prepaid lease payments to lessors and lease incentives. The operating lease right-of-use assets and liabilities recognized at January 1, 2022, the adoption date, were based on the present value of lease payments over the remaining lease term as of that date, using the incremental borrowing rate as of that date.

The Company elected the practical expedients to not recognize right-of-use assets and liabilities for leases with a term of less than twelve months and to not separate non-lease components from the associated lease components for the Company's office leases and certain other asset classes. The total consideration includes fixed payments and contractual escalation provisions. The Company is responsible for maintenance, insurance, property taxes and other variable payments, which are expensed as incurred. The Company's leases include options to renew or terminate. The Company includes the option to renew or terminate in the determination of the lease term when the option is deemed to be reasonably certain that the Company will exercise that option. The Company accounts for changes in the expected lease term as a modification of the original contract.

Operating leases are classified in "Operating lease right-of-use assets" and "Operating lease liabilities, non-current" on the Company's consolidated balance sheets. The current balance of the operating lease liabilities is included within "Accrued expenses" on the Company's consolidated balance sheets. Operating lease expense is recognized on a straight-line basis over the expected lease term and included in "Operating expenses" in the Company's consolidated statements of operations and comprehensive loss.

Capitalized Internal-Use Software Costs

The Company capitalizes development costs related to its platform and certain other projects for internal use. The Company considered the guidance set forth in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic 350-40-15, *Accounting for the Cost of Computer Software Developed or Obtained for Internal Use*, which requires companies to capitalize qualifying computer software costs that are incurred during the application development stage, and then amortize them over the software's estimated useful life. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Capitalized internal-use software costs are included in "Property and equipment, net" on the Company's consolidated balance sheets and are amortized on a straight-line basis over its estimated useful life into cost of revenue within the consolidated statements of operations and comprehensive loss. All software development costs prior to capitalization have been recorded in research and development expense in the consolidated statements of operations. There was no impairment to capitalized internal-use software costs during the years ended December 31, 2025, 2024, and 2023.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets or asset groups for impairment whenever triggering events indicate that the carrying value of an asset or asset group may not be recoverable based on the expected future cash flows attributable to that asset or asset group. Recoverability of assets held and used is measured by comparison of the carrying amount of an asset or an asset group to the sum of undiscounted future net cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds the sum of undiscounted future cash flows, then an impairment charge would be recognized based on the excess of the carrying amount over its fair value. No impairment loss on long-lived assets was recognized in the years ended December 31, 2025, 2024, and 2023.

Net Loss Per Share

Basic net loss per share attributable to the Company's common stockholders is computed in conformity with the two-class method required for participating securities. The rights, including the liquidation and dividend rights, of the holders of Class A and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. As the liquidation and dividend rights are identical, all undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net loss per share attributable to common stockholders are, therefore, the same for both Class A and Class B common stock on both an individual and a combined basis.

Basic net loss per share is computed by dividing the net loss attributable to the Company's common stockholders for the period by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is the same as basic net loss per share for all periods presented because the effects of potentially dilutive items would decrease the Company's net loss per share in each period presented.

Indemnifications

The Company delivers its applications over the internet as a subscription service using a SaaS model. Each subscription is subject to the terms of the contractual arrangement with the customer and often includes certain provisions for holding the customer harmless against and indemnifying the customer from costs, damages, losses, liabilities, and expenses arising from claims that the Company's software infringes upon a copyright, trademark, or other trade secret rights, and third-party claims arising from the Company's breach of the contract. Customers also indemnify the Company for claims relating their improper use of the service or intellectual property claims originating from customer actions or content.

The Company has not incurred any expense in defense or reimbursement of any of its customers for losses related to indemnification provisions, and no material claims against the Company are outstanding as of December 31, 2025, 2024, and 2023. The Company's exposure under these indemnification provisions is often capped at a fixed amount in many customer agreements, but remains uncapped in others. The Company has determined that potential costs related to indemnification are neither probable nor reasonably estimable, primarily due to the lack of a history of prior indemnification claims and the unique facts and circumstances for each particular contractual arrangement. As such, the Company has not recorded a reserve for the years ended December 31, 2025 and 2024.

In addition, in the ordinary course of business, the Company may provide indemnifications of varying scope and terms to vendors, directors, officers, and other parties with respect to certain matters. The Company has not incurred any material costs as a result of such indemnifications and have not accrued any liabilities related to such obligations in its consolidated financial statements.

Warranties

For certain customers, the Company provides a performance warranty for accessibility to the Company's platform as identified in an order form during the order duration. The Company's software products are generally warranted for certain customers to substantially conform to the specifications set forth in the related customer contract and published documentation. In the event there is a failure of such warranties, the Company generally will correct the problem or provide a reasonable workaround or replacement product. The Company has the standard 30-day cure period for failures that amount to a material breach, and no warranted time frame for nonmaterial failures. If the Company cannot correct or provide a workaround or replacement product for material failures within the cure period, then the customer's remedy is generally limited to termination of the contractual arrangement related to the nonconforming product services with a pro rata refund of the related fees paid. The Company has not incurred significant expense under these service warranties, nor does it expect that any future expense is probable. Accordingly, the Company has determined that potential costs related to warranties are not probable or estimable and, as such, has not recorded a reserve as of December 31, 2025 and 2024.

Recently Adopted Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires that an entity, on an annual basis, disclose additional income tax information, primarily related to the rate reconciliation and income taxes paid. The standard is intended to enhance the transparency and decision usefulness of income tax disclosures. The Company adopted this standard on a prospective basis for the year ended December 31, 2025. See Note 7 *Income Taxes* in the accompanying notes to the consolidated financial statements for further details.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, requiring public entities to disclose additional information about specific expense categories in the notes to the financial statements on an interim and annual basis. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting this standard.

In September 2025, the FASB issued ASU 2025-06, Intangibles-Goodwill and Other-Internal-use Software: Targeted Improvements to the Accounting for Internal-Use Software. The ASU is intended to modernize the internal-use software guidance by eliminating accounting consideration of software project development stages and enhancing the guidance around the probable-to-complete threshold. ASU 2025-06 is effective for annual and interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting this standard.

(2) Balance Sheet Components

The following tables show the Company's financial statement details as of December 31, 2025 and 2024.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	As of December 31,			
	2025		2024	
Prepaid hosting	$	8,399	$	6,128
Other prepaid expenses and other assets		14,460		14,225
Total prepaid expense and other current assets	$	22,859	$	20,353

Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	As of December 31,			
	2025		2024	
Office equipment	$	5,023	$	4,886
Furniture and fixtures		623		1,376
Leasehold improvements		1,344		1,320
Internal-use software		29,434		20,534
Total property and equipment		36,424		28,116
Less accumulated depreciation and amortization		(17,792)		(11,783)
Property and equipment, net	$	18,632	$	16,333

Depreciation and amortization expense related to property and equipment for the years ended December 31, 2025, 2024, and 2023 was $8.1 million, $5.4 million, and $4.2 million, respectively.

The changes in the carrying value of capitalized internal-use software costs for the periods presented below are as follows (in thousands):

	Amount	
Balance as of December 31, 2023	$	6,182
Capitalization of internal-use software costs		10,067
Amortization of internal-use software costs		(3,230)
Balance as of December 31, 2024		13,019
Capitalization of internal-use software costs		8,899
Amortization of internal-use software costs		(6,161)
Balance as of December 31, 2025	$	15,757

Accrued Expenses

Accrued expenses consisted of the following (in thousands):

	As of December 31,	
	2025	2024
Accrued hosting	$ 3,289	$ 1,151
Accrued commission and bonus	17,457	17,215
Accrued payroll and employee related taxes	3,542	2,500
Accrued sales tax	96	429
2021 Employee Stock Purchase Plan withholding	1,284	811
Operating lease liabilities, current	2,686	3,812
Other accrued liabilities	8,770	7,933
Total accrued expenses	$ 37,124	$ 33,851

(3) Fair Value Measurements

The following table summarizes, for financial assets measured at fair value, the respective fair value and classification by level of input within the fair value hierarchy (in thousands):

	As of December 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Level 1:				
Cash equivalents(1)				
Money market funds	$ 44,348	$ —	$ —	$ 44,348
Level 2:				
Available-for-sale securities				
U.S. governmental and agency securities	170,836	589	—	171,425
Total	$ 215,184	$ 589	$ —	$ 215,773

	As of December 31, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Level 1:				
Cash equivalents(1)				
Money market funds	$ 137,374	$ —	$ —	$ 137,374
Level 2:				
Cash equivalents(1)				
U.S. governmental and agency securities	12,826	—	—	12,826
Available-for-sale securities				
U.S. governmental and agency securities	126,655	6	—	126,661
Total	$ 276,855	$ 6	$ —	$ 276,861

(1) Included in "Cash and cash equivalents" in the Company's consolidated balance sheets as of December 31, 2025 and 2024, in addition to cash of $36.8 million and $21.5 million, respectively.

The Company uses quoted prices in active markets for identical assets to determine the fair value of the Company's Level 1 investments. The fair value of the Company's Level 2 investments is determined using pricing based on quoted market prices or alternative market observable inputs.

The fair value of the Company's available-for-sale securities as of December 31, 2025, by remaining contractual maturities, was as follows (in thousands):

	As of December 31, 2025
Due in one year or less	$ 110,882
Due in greater than one year	60,543
Total	$ 171,425

The Company periodically evaluates its investments for expected credit losses. The unrealized losses on the available-for-sale securities were primarily due to unfavorable changes in interest rates subsequent to the initial purchase of these securities. None of the Company's available-for-sale securities have been in a continuous unrealized loss position for twelve months or longer as of December 31, 2025. The Company expects to recover the full carrying value of its available-for-sale securities in an unrealized loss position as it does not intend or anticipate a need to sell these securities prior to recovering the associated unrealized losses. The Company also expects any credit losses would be immaterial based on the high-grade credit rating for each of such available-for-sale securities. As a result, the Company does not consider any portion of the unrealized losses as of December 31, 2025 and 2024 to represent a credit loss.

(4) Acquisitions, Intangible Assets, and Goodwill

Asset Acquisition Completed in 2025

On June 25, 2025, the Company acquired certain assets from Inari, a privately-held company, for $0.5 million in cash. This includes holdbacks that will be paid on the 12-month anniversary of the closing date. The Company has accounted for this transaction as an asset acquisition. In allocating the aggregate purchase price based on the estimated fair values, the Company recorded $0.5 million as a developed technology intangible asset to be amortized over an estimated useful life of three years.

Business Combination Completed in 2025

On July 3, 2025, the Company completed the acquisition of Kraftful, Inc. ("Kraftful") by acquiring all of its outstanding capital stock for a total consideration of $3.8 million (net of cash acquired of $0.2 million). The total consisted of $2.9 million in cash, net of holdback and $0.9 million of equity consideration through the issuance of 71,157 shares of its common stock and restricted stock units. In connection with the Acquisition, the Company agreed to grant certain equity awards to key employees of Kraftful, representing an aggregate of 284,625 shares of restricted common stock and restricted stock units with a total grant date fair value of $3.6 million to be recognized as compensation expense. The holdback amount of $0.2 million is expected to be paid on the 12-month anniversary of the Acquisition Date. The transaction was accounted for as a business combination.

The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed (in thousands):

Developed technology	$	3,000
Goodwill		760
Total purchase price	$	3,760

The developed technology intangible asset will be amortized over an estimated useful life of five years. The Company believes the goodwill generated from the acquisition is primarily attributable to the workforce of Kraftful. By leveraging the synergies from the acquisition, we integrated Kraftful's Voice of Customer Technology to unite quantitative user behavioral data and qualitative user feedback into Amplitude's platform.

Business Combination Completed in 2024

On October 15, 2024, the Company completed the acquisition of Command AI, a privately-held company, for an aggregate of $33.6 million, consisting of $26.7 million of cash and $6.9 million of equity consideration through the issuance of 0.8 million shares of its common stock. This includes a holdback amount of $1.1 million that will be paid on the 12-month anniversary of the closing date. The Company has accounted for this transaction as a business combination. In allocating the aggregate purchase price based on the estimated fair values, the Company recorded $9.6 million of cash, $3.7 million as a developed technology intangible asset, $0.7 million as a customer related intangible asset, and $90 thousand as a trade name asset. The useful lives of the acquired intangible assets are as follows:

Intangible Asset	Useful Life
Developed technology	5 years
Customer related	3 years
Trade name	1 year

The excess of purchase consideration over the fair value of net assets acquired was recorded as goodwill in the amount of $20.3 million after the measurement period and working capital adjustments. As part of the acquisition, the Company also agreed to retention agreements with key employees in which 1.4 million shares of common stock are restricted and deemed as compensation for post combination services. The total value of $13.0 million related to these restricted shares was recognized as stock-based compensation expense in the year ended December 31, 2024.

The Company believes the goodwill balance associated with the Command AI acquisition represents the synergies expected from expanded market opportunities when integrating the acquired developed technology with the Company's offerings as well as acquiring an assembled workforce. Related goodwill is deductible for income tax purposes.

Aggregate acquisition-related costs associated with the Company's business combinations were not material for all periods presented and were included in general and administrative expenses in the consolidated statements of operations and comprehensive loss. The results of operations of the business combinations have been included in the Company's consolidated financial statements from the acquisition date. The business combinations did not have a material impact on the Company's consolidated financial statements. Therefore, historical results of operations prior to the acquisition dates and pro forma results of operations have not been presented.

Intangible Assets Other Than Goodwill

Intangible assets, net consisted of the following (in thousands):

	As of December 31, 2025			As of December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	$ 12,798	$ (6,838)	$ 5,959	$ 9,250	$ (5,708)	$ 3,542
Customer related	1,631	(1,214)	417	1,631	(880)	751
Trade name	90	(90)	—	90	(19)	71
Intangible assets, net	$ 14,519	$ (8,142)	$ 6,376	$ 10,971	$ (6,607)	$ 4,364

Amortization expense of intangible assets was $1.5 million, $0.7 million, and $1.4 million for the years ended December 31, 2025, 2024, and 2023, respectively.

As of December 31, 2025, future amortization expense is expected to be as follows (in thousands):

	Amount
2026	$ 1,755
2027	1,705
2028	1,434
2029	1,183
2030	299
Total	$ 6,376

(5) Stockholders' Equity and Equity Incentive Plans

Preferred stock

In connection with the direct listing of the Company's Class A common stock on the Nasdaq Capital Market (the "Direct Listing") on September 21, 2021, an amended and restated certificate of incorporation of the Company was filed with the Secretary of State of the State of Delaware, which authorized the issuance of 20 million shares of undesignated preferred stock with a par value of $0.00001 per share and rights and preferences, including voting rights, designated from time to time by the Company's board of directors.

Common Stock

The Company has two classes of common stock: Class A common stock and Class B common stock. The Company's amended and restated certificate of incorporation authorizes the issuance of 600 million shares of Class A common stock and 600 million shares of Class B common stock. The shares of Class A common stock and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to five votes. Class A and Class B common stock each have a par value of $0.00001 per share and are referred to as common stock throughout the notes to the consolidated financial statements, unless otherwise noted. Holders of common stock are entitled to receive any dividends whenever funds are legally available and if declared by the Company's board of directors.

Shares of Class B common stock may be converted to Class A common stock at any time at the option of the stockholder. Shares of Class B common stock will also automatically convert into one share of Class A common stock upon any transfer, except for certain permitted transfers described in the Company's amended and restated certificate of incorporation. In addition, each share of Class B common stock held by the Company's three cofounders (or any of such founder's affiliates) will convert automatically into one share of Class A common stock on the earlier of: (i) the death or incapacity of such founder or (ii) the date that is six months following the date on which such founder is no longer an employee or director of the Company (unless such founder has rejoined the Company during such six-month period). Each outstanding share of the Company's Class B common stock will also convert automatically into one share of Class A common stock on the date that is six months following the date on which no founder is an employee or director of the Company (unless a founder has rejoined the Company during such six-month period). In addition, any transfer by a founder (or such founder's affiliates) to one or more of the other founders (or such founders' affiliates) will not result in the automatic conversion of such shares of Class B common stock to Class A common stock. Once converted into Class A common stock, the Class B common stock may not be reissued.

The Company has reserved shares of its Class A common stock as follows:

	As of December 31,	
	2025	**2024**
2014 Stock Option and Grant Plan and 2021 Incentive Award Plan:		
Equity plan stock options outstanding	9,855,901	11,501,725
RSUs outstanding	14,049,044	13,519,769
Shares available for future issuance	19,038,398	18,310,859
2021 Employee Stock Purchase Plan:		
Shares available for future issuance	5,649,309	4,810,524
Total reserved shares	48,592,652	48,142,877

Equity Incentive Plans

2014 Stock Option and Grant Plan

In December 2014, the Company adopted its 2014 Stock Option and Grant Plan (as amended, the "2014 Plan"), pursuant to which shares of the Company's common stock were reserved for the issuance of stock options (incentive and non-statutory), restricted stock units ("RSUs"), and restricted stock to employees, directors, and consultants under terms and provisions established by the Company's board of directors and approved by the Company's stockholders. The 2014 Plan was terminated in September 2021 in connection with the Direct Listing but continues to govern the terms of outstanding awards that were granted prior to the termination of the 2014 Plan. No further equity awards will be granted under the 2014 Plan. With the establishment of the 2021 Incentive Award Plan (the "2021 Plan") as further discussed below, upon the expiration, forfeiture, cancellation, or reacquisition of any shares of Class A common stock underlying outstanding stock-based awards granted under the 2014 Plan, an equal number of shares of Class A common stock will become available for grant under the 2021 Plan.

2021 Incentive Award Plan

In August 2021, the Company's board of directors adopted, and its stockholders approved, the 2021 Plan, which became effective in connection with the Direct Listing. The 2021 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, RSU awards, performance bonus awards, performance stock units, dividend equivalent awards and other forms of equity compensation (collectively, "equity awards"). As of December 31, 2025, a total of 19,038,398 shares of the Company's Class A common stock have been reserved for issuance under the 2021 Plan in addition to (i) any shares available for issuance under the 2014 Plan as of the effective date of the 2021 Plan, (ii) the number of shares represented by awards outstanding under the Company's 2014 Plan ("Prior Plan Awards") that become available upon the expiration, forfeiture, cancellation, or reacquisition of any shares of Class A common stock underlying outstanding stock awards granted under the 2014 Plan, and (iii) an annual increase on the first day of each fiscal year beginning in 2022 and ending in 2031, equal to the lesser of (A) 5% of the shares of the Company's common stock outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Company's board of directors; provided, however, that no more than 88,000,000 shares of stock may be issued upon the exercise of incentive stock options.

Stock Option Awards

Stock options granted under the 2014 Plan and the 2021 Plan (collectively, the "combined stock plans") generally vest based on continued service over four years.

Option activity under the Company's combined stock plans is set forth below:

	Outstanding stock options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value (in thousands)
Balances as of December 31, 2024	11,501,725	$ 4.41	5.25	$ 70,628
Granted	—	$ —		
Exercised	(1,631,890)	$ 2.99		
Cancelled/forfeited	(13,934)	$ 4.79		
Balances as of December 31, 2025(1)	9,855,901	$ 4.63	4.31	$ 68,642
Exercisable as of December 31, 2025(2)	9,642,151	$ 4.42	4.26	$ 69,008

(1) As no forfeitures are estimated due to the Company's adoption of ASU No. 2016-09, all options are vested or expected to vest. As of December 31, 2025, no options were outstanding that were subject to a future performance condition.
(2) Exercisable shares include vested options as well as unvested shares that can be early exercised.

The aggregate intrinsic values of options are calculated as the difference between the exercise price of the options and the market price for shares of the Company's Class A common stock as of each period-end. The total intrinsic value of options exercised for the years ended December 31, 2025, 2024, and 2023 was $14.0 million, $17.3 million, and $16.4 million, respectively.

No stock options were granted in the years ended December 31, 2025 and December 31, 2024. Stock options granted during the year ended December 31, 2023 had a weighted average grant date fair value of $6.69 per share. The fair value is being expensed over the vesting period of the options on a straight-line basis as the services are being provided. No tax benefits were realized from options during the periods.

As of December 31, 2025, total unrecognized stock-based compensation expense related to options outstanding under the combined stock plans was $1.7 million. This unrecognized expense as of December 31, 2025 is expected to be recognized over the weighted average remaining vesting period of 1.48 years. As of December 31, 2025, the Company had 249,500 shares of non-employee stock options outstanding under the combined stock plans.

The fair value of each option granted to employees under the 2021 Plan is estimated on the grant date using the Black-Scholes pricing model.

The following range of assumptions and data inputs were used in the Black-Scholes option-pricing model to estimate the fair value of the options granted under the 2021 Plan:

	Year Ended December 31,		
	2025	2024	2023
Fair value of common stock	—	—	$11.37 - $12.37
Expected dividend yield	—	—	—
Risk-free interest rate	—	—	3.59% - 4.36%
Expected volatility	—	—	56.5% - 56.8%
Expected term (years)	—	—	5.5 - 6.0

Restricted Stock Units

RSUs granted under the 2021 Plan generally vest based on continued service. During the years ended December 31, 2025, 2024, and 2023, the Company recorded $88.5 million, $85.2 million, and $77.1 million in expense related to RSUs, respectively.

The total fair value of RSUs vested during the years ended December 31, 2025, 2024, and 2023 was $99.0 million, $69.7 million, and $56.3 million, respectively. As of December 31, 2025, total unrecognized stock-based compensation expense related to RSUs was $136.5 million. This unrecognized expense as of December 31, 2025 is expected to be recognized over the weighted average remaining vesting period of 1.91 years. As of December 31, 2025, the Company had 143,699 shares of non-employee RSUs outstanding under the combined stock plans.

RSU activity for the year ended December 31, 2025 was as follows:

	Restricted stock units	Weighted-average grant date fair value per share
Balance as of December 31, 2024	13,519,769	$ 11.02
Granted	12,340,405	$ 10.11
Vested	(8,543,220)	$ 11.31
Cancelled/forfeited	(3,267,910)	$ 10.53
Balance as of December 31, 2025	14,049,044	$ 10.16

2021 Employee Stock Purchase Plan

In August 2021, the Company’s board of directors adopted, and its stockholders approved, the 2021 Employee Stock Purchase Plan (the “ESPP”), which became effective in connection with the Direct Listing. The ESPP authorizes the issuance of shares of Class A common stock pursuant to purchase rights granted to employees. As of December 31, 2025, a total of 5,649,309 shares of the Company’s Class A common stock have been reserved for future issuance under the ESPP, in addition to any annual automatic evergreen increases in the number of shares of Class A common stock reserved for future issuance under the ESPP. The ESPP offers employees the option to purchase shares through a series of consecutive 12-month offering periods on each May 15th and November 15th (with two six-month purchase periods during each offering period). The price at which Class A common stock is purchased under the ESPP is equal to the lower of (i) 85% of the closing trading price per share of the Company's Class A common stock on the first trading date of an offering period in which a participant is enrolled or (ii) 85% of the closing trading price per share on the purchase date, which will occur on the last trading day of each purchase period, or such other price designated by the administrator.

The ESPP offers a rollover feature pursuant to which, if the fair market value of a share of Class A common stock on the first purchase date is lower than the fair market value on the first trading day of the offering period, the respective offering period will terminate and each participant will be automatically enrolled in the offering period that commences immediately following the purchase date. In accordance with the rollover feature, immediately following the conclusion of the purchase period ended May 14, 2025, the offering period was terminated and participants were automatically enrolled in a new 12-month offering period commencing on May 15, 2025 and ending on May 14, 2026. The impact of the rollover feature did not result in material incremental compensation cost for the year ended December 31, 2025.

The following assumptions were used to calculate the fair value of shares to be granted under the ESPP during the period utilizing the Black-Scholes option-pricing model:

	Year Ended December 31,		
	2025	2024	2023
Fair value of common stock	\$10.73 - \$12.14	\$9.34 - \$9.59	\$9.98 - \$10.76
Expected dividend yield	—	—	—
Risk-free interest rate	3.70% - 4.29%	4.34% - 5.43%	4.75% - 5.41%
Expected volatility	46.3% - 65.9%	44.4% - 56.0%	56.8% - 60.0%
Expected term (years)	0.5 - 1.0	0.5 - 1.0	0.5 - 1.0

The expected term for the ESPP purchase rights is based on the duration of the offering period. Estimated volatility for ESPP purchase rights is based on the historical volatility of the Company's Class A common stock. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time the ESPP purchase right was granted at the beginning of the offering period. The Company has not declared, nor does it expect to declare dividends.

As of December 31, 2025, 1.7 million shares have been purchased under the ESPP. During the years ended December 31, 2025, 2024, and 2023, the Company issued 453,099, 469,567, and 473,792 shares under the ESPP, respectively, in settlement of \$3.9 million, \$3.8 million, and \$4.1 million of ESPP liabilities, respectively.

During the years ended December 31, 2025, 2024, and 2023 the Company recognized \$1.8 million, \$1.6 million, and \$2.4 million of stock-based compensation expense related to the ESPP, respectively. As of December 31, 2025, total unrecognized compensation costs related to the ESPP was \$1.6 million, which will be amortized over a weighted average period of 0.68 years.

Stock-based compensation expense, net of actual forfeitures is reflected in the consolidated statement of operations and comprehensive loss (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Cost of revenue	\$ 5,489	\$ 6,472	\$ 7,300
Research and development	32,348	44,421	36,643
Sales and marketing	36,783	32,119	29,404
General and administrative	17,505	17,007	14,085
Restructuring and other related charges	—	—	853
Total stock-based compensation expense	\$ 92,125	\$ 100,019	\$ 88,285

Share Repurchase Program

On May 6, 2025, the Board approved a share repurchase program (the "Repurchase Program"), under which the Company is authorized to repurchase up to \$50.0 million of the Company's Class A common stock. Under the Repurchase Program, the Company may repurchase shares of the Company's outstanding Class A common stock from time to time, in such amounts as management deems appropriate, through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, purchases through 10b5-1 trading plans, or by any combination of such methods. The timing and amount of any repurchases pursuant to the Repurchase Program will be determined based on market conditions, share price and other factors. The Repurchase Program does not have an expiration date, does not require the Company to repurchase any specific number of shares of its Class A common stock, and may be modified, suspended or terminated at any time without notice.

During the year ended December 31, 2025, the Company repurchased 2,209,082 shares of its Class A common stock for an aggregate amount of \$23.9 million, including broker commission fees. Shares repurchased by the Company are immediately retired and returned to the status of authorized and unissued. The cost paid to repurchase shares in excess of the par value is recorded to additional paid-in capital on the Company's consolidated balance sheet. As of December 31, 2025, a total of \$26.1 million remained available for future repurchases under the Repurchase Program.

Other Share Repurchases

In 2025, the Company repurchased and retired 599,655 shares of its Class A common stock for an aggregate purchase price of \$6.8 million. The repurchase was conducted through a privately negotiated transaction under the Company's contractual right of first refusal granted in connection with a prior acquisition and was not part of the Repurchase Program.

Shares repurchased by the Company are immediately retired and returned to the status of authorized and unissued. The cost paid to repurchase shares in excess of the par value is recorded to additional paid-in capital on the Company's consolidated balance sheet.

(6) Employee Benefit Plans

The Company has established a savings and retirement plan for employees that permits participants to make contributions by salary deductions pursuant to Section 401(k) of the Internal Revenue Code. The plan is available to all regular employees on the Company's U.S. payroll. The Company does not currently match employees' contributions.

(7) Income Taxes

Pre-tax book loss has been recorded in the following jurisdictions (in thousands):

	Year Ended December 31,		
	2025	2024	2023
U.S.	$ (92,355)	$ (97,993)	$ (95,662)
Foreign	7,020	5,465	6,568
Worldwide pre-tax loss	$ (85,335)	$ (92,528)	$ (89,094)

The provision for income taxes consists of the following (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Current:			
U.S. federal	$ —	$ —	$ —
U.S. state and local	231	164	51
Foreign	2,400	1,250	516
Total current	$ 2,631	$ 1,414	$ 567
Deferred:			
Federal	$ (63)	$ (127)	$ —
State	—	(29)	—
Foreign	638	533	702
Total provision	$ 3,206	$ 1,791	$ 1,269

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 requires entities to provide additional information in their tax rate reconciliation. The ASU is effective for the Company as of December 31, 2025, and the Company has elected to adopt the ASU on a prospective basis. The differences between the US federal statutory tax rate and the Company's effective tax rates from operations for the current year were as follow (in thousands):

	Year Ended December 31, 2025	
	Amount	Percent
U.S. federal statutory income tax rate	$ (17,920)	21.00 %
Domestic federal		
Tax credits		
Research and development credits	(4,000)	4.69
Nontaxable or nondeductible items		
Share-based payment awards	(935)	1.10
Non-deductible officer compensation	2,953	(3.46)
Other	492	(0.58)
Effect of cross-border tax laws	(326)	0.38
Changes in valuation allowances	20,424	(23.94)
Other	(45)	0.05
Domestic state and local income taxes, net of federal effect[(1)]	(365)	0.43
Foreign tax effects		
Brazil		
Withholding tax	1,325	(1.55)
Other foreign jurisdictions	240	(0.28)
Worldwide changes in unrecognized tax benefits	1,363	(1.60)
Total	$ 3,206	(3.76) %

(1) State taxes in California made up the majority (greater than 50%) of tax effect in this category.

The provision for income taxes differs from the amount computed by applying the federal income tax rate of 21% to pre-tax loss for the years ended December 31, 2024 and 2023 from operations as a result of the following:

	Year Ended December 31,	
	2024	2023
Statutory federal income tax rate	21.00 %	21.00 %
State income taxes, net of federal tax benefits	2.51	4.11
Permanent differences	(0.51)	(0.48)
Tax credits	6.63	7.24
Foreign rate differential	(0.06)	0.18
Stock based compensation	(10.16)	(9.70)
Other	0.16	0.07
Valuation allowance	(21.49)	(23.84)
Tax provision	(1.92) %	(1.42) %

The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities as of December 31, 2025 and 2024 related to the following (in thousands):

	Year Ended December 31,	
	2025	2024
Deferred tax assets:		
Net operating loss carryforwards	$ 155,089	$ 123,133
Credit carryforwards	34,933	29,143
Stock-based compensation	3,613	4,670
Accruals and reserves	2,573	2,961
Operating lease liability	2,278	1,402
Fixed assets	164	226
Capitalized research and development costs	24,409	31,971
Accumulated other comprehensive loss	145	2
Other	214	174
Gross tax assets	223,418	193,682
Valuation allowance	(210,732)	(184,238)
Realizable deferred tax assets	12,686	9,444
Deferred tax liabilities:		
Deferred commission costs	$ (13,265)	$ (10,636)
Operating lease right-of-use assets	(2,158)	(1,328)
Intangibles	(972)	(550)
Gross deferred liabilities	(16,395)	(12,514)
Net deferred tax assets (liabilities)	$ (3,709)	$ (3,070)

Income taxes are accounted for under the asset-and-liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforward. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to the taxable income or loss in the future years in which those temporary differences are expected to be recovered or settled. The effect on the deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established for deferred tax assets to the extent it is more likely than not that the deferred tax assets may not be realizable.

The Company evaluates uncertain tax positions taken or expected to be taken in the course of preparing its tax return to determine whether the tax positions are more likely than not of being sustained upon challenge by the applicable taxing authority. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or remeasurement are reflected in the period in which the change in judgment occurs.

As of December 31, 2025, the Company had approximately $605.8 million and $423.8 million of net operating loss carryforwards available to offset future federal and state taxable income, respectively. If realized, none of the net operating loss carryforwards will be recognized as a benefit through additional paid-in capital. If not realized, federal carryforward losses of $25.4 million will expire beginning in 2032 and $580.4 million of carryforward losses will carryforward indefinitely. State carryforwards will expire beginning 2030.

As of December 31, 2025, the Company had tax credit carryforwards of $19.9 million and $17.7 million, net of reserves to offset future federal and state tax and $1.0 million of foreign research tax credit carryforwards. The carryforwards will expire in various amounts for federal purposes beginning 2033. The California R&D credits will not expire but the California competes tax credits will expire beginning 2026. The foreign research tax credits are allowed a carryforward of 20 years and are set to expire in 2042.

Utilization of net operating loss carryforwards and credits may be subject to substantial annual limitation due to ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitations may result in the expiration of the net operating losses before utilization.

In December 2023, the FASB issued ASU 2023-09. ASU 2023-09 requires entities to provide additional disclosures about income taxes paid by jurisdiction. The ASU is effective for the Company as of December 31, 2025. The following represents a summary of the Company's income taxes paid for the year ended December 31, 2025 (in thousands):

	Year Ended December 31,
	2025
Federal	$ —
State	
New York	91
Other	93
Foreign	
Australia	79
France	80
Japan	113
Netherland	201
Singapore	49
United Kingdom	221
Other	38
Total income taxes paid (net)	$ 965

As of December 31, 2025, the Company had unrecognized income tax benefits of $8.9 million. The increase in the Company's unrecognized tax benefit was primarily attributable to current year credit activities. A reconciliation of the beginning and ending amount of unrealized tax benefit (excluding interest and penalties) is as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Beginning balance	$ 7,263	$ 5,118	$ 3,625
Increases related to tax positions taken during the current year	1,631	2,145	1,493
Ending balance	$ 8,894	$ 7,263	$ 5,118

The total unrecognized tax benefit, if recognized, would not affect the Company's effective tax rate as the tax benefit would increase the deferred tax asset, which is currently offset with a full valuation allowance. Accrued interest and penalties related to the unrecognized tax benefits are recorded in income tax expense. No interest, penalties, or tax benefits were recognized during the year ended December 31, 2025.

The Company files U.S. federal, Netherlands, United Kingdom, France, Singapore, Japan, Germany, Canada, India, and Australia income tax returns as well as state income tax returns for various state jurisdictions. Due to the Company's net operating loss carryforwards in the United States, its income tax returns remain subject to federal and state tax authorities for all prior years. There are no tax years under examination by any jurisdiction, except India and Germany, at this time. The Company records liabilities related to uncertain tax positions and believes that it has provided adequate reserves for income tax uncertainties in all open tax years.

The Company provides for U.S. federal income taxes on the earnings of foreign subsidiaries unless they are considered permanently reinvested outside of the U.S. As of December 31, 2025, the Company's management asserted that it is their intent to indefinitely reinvest unremitted foreign earnings for all its foreign entities.

(8) Operating Leases

The components of lease expense were as follows (in thousands, except years and rate):

	Year Ended December 31,	
	2025	2024
Operating lease cost	$ 4,395	$ 3,985
Short-term lease cost	116	959
Total lease cost	$ 4,511	$ 4,944

	As of December 31,	
	2025	2024
Weighted average remaining term (years)	2.76	1.73
Weighted average discount rate	5.57%	4.08%

Supplemental cash flow information related to operating leases was as follows (in thousands):

	Year Ended December 31,	
	2025	2024
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 7,869	$ 2,209
Cash paid for operating lease liabilities	$ 4,650	$ 4,888

Future minimum lease payments under non-cancellable operating leases with initial lease terms in excess of one year included in the Company's lease liabilities as of December 31, 2025 were as follows (in thousands):

Year ending December 31:	
2026	$ 2,744
2027	4,073
2028	3,133
2029	492
Total undiscounted operating lease payments	$ 10,442
Less: imputed interest	(875)
Total operating lease liabilities	$ 9,568

(9) Commitments and Contingencies

Legal Matters

On August 8, 2024, a putative privacy class action captioned Atkins v. Amplitude, Inc., Case No. 3:24-cv-04913 was filed in the United States District Court for the Northern District of California, naming the Company as a defendant. The lawsuit is purportedly brought on behalf of all individuals who downloaded and used an application on their mobile device that embedded the Company's Software Development Kit ("SDK") and did not publicly disclose the Company in the application's notices or disclosures. The complaint asserts claims under the Federal Wiretap Act, California Wiretap Act, California Invasion of Privacy Act, and California Comprehensive Computer Data Access and Fraud Act. The complaint seeks statutory damages and other relief. The plaintiffs filed an amended complaint on November 15, 2024. The Company filed a motion to dismiss the amended complaint on January 7, 2025, and a motion to compel arbitration on April 8, 2025. On September 2, 2025, the court granted the Company's motion to compel arbitration and denied the Company's motion to dismiss as moot. On September 30, 2025, the plaintiffs filed a motion seeking to appeal the court's decision. That motion remains pending and the Company filed its response on October 22, 2025.

On September 18, 2024, an individual privacy action captioned Shah v. Amplitude, Inc., Case No. 2:24-cv-08155-MEMF-JPR was filed in the United States District Court for the Central District of California, naming the Company as a defendant. The lawsuit is brought by an individual who alleges to have used an application on his mobile device that embedded the SDK without explicitly identifying the Company in the application's notices or disclosures. The complaint asserts claims under the Federal Wiretap Act, California Wiretap Act, California Invasion of Privacy Act, and California Comprehensive Computer Data Access and Fraud Act. The complaint seeks statutory damages and other relief. On December 4, 2024, the court stayed the case pending final resolution of Atkins v. Amplitude, Inc., Case No. 3:24-cv-04913 (N.D. Cal.).

The Company has received, and may in the future continue to receive, claims from third parties asserting, among other things, infringement of their intellectual property rights. Future litigation may be necessary to defend the Company, its partners and its customers by determining the scope, enforceability and validity of third-party proprietary rights, or to establish its proprietary rights.

In addition to the matters discussed above, from time to time, the Company is party to litigation and other legal proceedings in the ordinary course of business. While the Company does not believe the ultimate resolution of pending legal matters is likely to have a material adverse effect on its financial position, the results of any litigation or other legal proceedings are uncertain and as such the resolution of such legal proceedings, either individually or in the aggregate, could have a material adverse effect on its business, results of operations, financial condition or cash flows. The Company records litigation accruals for legal matters, which are both probable and estimable. For legal proceedings for which there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable), the Company has determined that it does not have material exposure, or it is unable to develop a range of reasonably possible losses. Although no assurance may be given, the Company believes that it is not presently a party to any litigation of which the outcome, if determined adversely, would individually or in the aggregate be reasonably expected to have a material and adverse effect on the business, operating results, cash flows, or financial position. Legal fees are expensed in the period in which they are incurred.

(10) Net Loss Per Share

The following table presents the calculation of basic and diluted net loss per share (in thousands, except per share data):

	Year Ended December 31,		
	2025	2024	2023
Net loss attributable to Class A and Class B common stockholders	$ (88,541)	$ (94,319)	$ (90,363)
Weighted-average shares used in computing net loss per share attributable to Class A and Class B common stockholders, basic and diluted	131,976	123,900	116,938
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted	$ (0.67)	$ (0.76)	$ (0.77)

The following potential shares of common stock were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive for the periods presented (in thousands):

	As of December 31,		
	2025	2024	2023
Equity plan stock options outstanding	9,856	11,502	14,268
Equity plan stock options early exercised	—	—	5
RSUs outstanding	14,049	13,520	11,301
Restricted shares	—	301	—
Shares issuable pursuant to the ESPP	617	549	449
Total	24,522	25,872	26,023

(11) Subsequent Events

RSU Awards

In January and February 2026, the Company issued RSUs representing 402,462 shares of its Class A common stock to its employees with service-based vesting conditions. The service-based vesting condition for these awards is satisfied over three years. The grant date fair value of the RSUs issued in January and February 2026 was approximately $3.1 million.

InfiniGrow Acquisition

On January 14, 2026 (the "Acquisition Date"), the Company acquired all the capital stock of InfiniGrow Ltd (“InfiniGrow”), a privately-held company, by assuming an aggregate amount of $1.8 million in liabilities (net of cash acquired of $0.1 million) (“the Acquisition”). Prior to the Acquisition, the Company provided InfiniGrow with short-term financing through two bridge loan agreements executed in December 2025 and January 2026. Upon closing, the $0.4 million total outstanding balance (including interest) was effectively settled as a preexisting relationship. Additionally, the Company agreed to grant certain equity payments to key employees, which will be issued under our equity incentive plan, with an aggregate target value of $6.5 million to be recognized as compensation expense over the requisite service period.

InfiniGrow is an AI marketing analytics company that helps organizations measure, forecast, and optimize the impact of marketing on revenue. The acquisition reinforces the Company’s focus on making analytics actionable and helping marketers move faster, make smarter decisions, and drive business outcomes from a single platform. The Acquisition will be accounted for as a business combination, however, given the limited time that has passed since the Acquisition Date, the Company is still in the process of developing its fair value assumptions for the consideration, assets acquired, and liabilities assumed. As a result, we are unable to provide the amounts recognized as of the Acquisition Date for the major classes of assets acquired and liabilities assumed.

Share Repurchase

The Company continued its execution of the Repurchase Program authorized by our Board of Directors on May 7, 2025. Subsequent to year-end and as of February 13, 2026, the Company repurchased 300,398 shares of Class A common stock for an aggregate amount of $3.0 million, including broker commission fees. Shares repurchased by the Company are immediately retired and returned to the status of authorized and unissued. The cost paid to repurchase shares in excess of the par value is recorded to additional paid-in capital on the Company’s consolidated balance sheet.

On February 18, 2026, the Board approved an increase to the Repurchase Program, under which the Company is authorized to repurchase up to an additional $100.0 million of the Company’s Class A common stock. As of February 18, 2026, a total of $123.1 million remains available for future repurchases under the Repurchase Program. Under the Repurchase Program, the Company may repurchase shares of the Company’s outstanding Class A common stock from time to time, in such amounts as management deems appropriate, through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, purchases through 10b5-1 trading plans, or by any combination of such methods. The timing and amount of any repurchases pursuant to the Repurchase Program will be determined based on market conditions, share price and other factors. The Repurchase Program does not have an expiration date, does not require the Company to repurchase any specific number of shares of its Class A common stock, and may be modified, suspended or terminated at any time without notice.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our principal executive officer and principal financial officer have concluded that as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Our independent registered public accounting firm, KPMG LLP, who audited the consolidated financial statements included in this Annual Report on Form 10-K, issued an audit report on our internal control over financial reporting. That Report of Independent Registered Public Accounting Firm is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and our principal financial officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

Trading Arrangements of Section 16 Reporting Persons

On December 11, 2025, Catherine Wong, a member of our board of directors, adopted a Rule 10b5-1 trading plan that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 7,453 shares of our Class A common stock until December 31, 2026.

On November 26, 2025, Curtis Liu, our Chief Technology Officer, adopted a Rule 10b5-1 trading plan that is intended to satisfy the affirmative defense of Rule 10b5-1(c). The plan, which terminates on August 6, 2026, provides for the sale of up to an aggregate of 161,540 shares of the Company's Class A Common Stock, plus up to an additional 106,610 shares of the Company's Class A Common Stock which will result from 50% of the net shares (after withholding for taxes) received upon the vesting of restricted stock units. The plan covers shares held in two separate accounts: (i) shares held directly by Curtis Liu, and (ii) shares held indirectly by Curtis Liu as Trustee for the CL 2020 Trust.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

We maintain a code of business conduct and ethics that incorporates our code of ethics applicable to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Our code of business conduct and ethics is available under the Corporate Governance section of our Investor Relations website at investors.amplitude.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our code of business conduct and ethics by posting such information on the website address and location specified above.

The remaining information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

PART IV

Item 15. Exhibits and Financial Statement Schedules

1. Financial Statements

The following financial statement are included in Part II, Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations and Comprehensive Loss

Consolidated Statements of Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

2. Financial Statement Schedules

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

3. Exhibits

The documents listed in the following Exhibit Index of this Annual Report on Form 10-K are incorporated by reference or are filed with this Annual Report on Form 10-K, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

Exhibit Number	Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Restated Certificate of Incorporation of the Registrant.	8-K	001-40817	3.1	6/12/2024	
3.2	Amended and Restated Bylaws of the Registrant.	8-K	001-40817	3.2	9/21/2021	
4.1	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.					X
4.2	Specimen Stock Certificate evidencing the shares of Class A Common Stock.	S-1	333-259168	4.2	8/30/2021	
4.3	Specimen Stock Certificate evidencing the shares of Class B Common Stock.	S-8	333-259698	4.4	9/21/2021	
4.4	Amended and Restated Investors' Rights Agreement, dated as of May 28, 2021, as amended, by and among the Registrant and certain of its stockholders.	S-1	333-259168	4.3	8/30/2021	
4.5	Warrant to Purchase Common Stock, dated November 22, 2017, issued to Pacific Western Bank.	S-1	333-259168	4.4	8/30/2021	
10.1	Sublease, dated May 13, 2021, by and between the Registrant and Postmates, LLC.	S-1	333-259168	10.1	8/30/2021	
10.2#	Office Lease, dated as of March 21, 2025, by and between the Registrant and KR 201 Third Street Owner, LLC.	10-Q	001-40817	10.1	5/7/2025	
10.3#	First Amendment to Sublease, dated July 2, 2025, by and between the Registrant and Postmates LLC.	10-Q	001-40817	10.1	11/6/2025	
10.4(a)#	Amended and Restated 2014 Stock Option and Grant Plan, as amended.	S-1	333-259168	10.2(a)	8/30/2021	
10.4(b)#	Form Agreements under Amended and Restated 2014 Stock Option and Grant Plan, as amended.	S-1	333-259168	10.2(b)	8/30/2021	
10.5(a)#	2021 Incentive Award Plan.	S-1	333-259168	10.3(a)	8/30/2021	
10.5(b)#	Form Agreements under 2021 Incentive Award Plan.	S-1	333-259168	10.3(b)	8/30/2021	

10.6#	2021 Employee Stock Purchase Plan.	S-1	333-259168	10.4	8/30/2021	
10.7#	Form of Indemnification Agreement between the Registrant and each of its Directors and Executive Officers.	S-1	333-259168	10.5	8/30/2021	
10.8#	Section 16 Bonus Plan.	10-Q	001-40817	10.1	8/8/2023	
10.9#	Amended Non-Employee Director Compensation Program.	10-Q	001-40817	10.1	11/7/2024	
10.10#	Executive Severance Plan.	10-Q	001-40817	10.2	11/7/2024	
10.11#	Form of Employment Agreement between the Registrant and each of its executive officers.	10-Q	001-40817	10.3	11/7/2024	
19.1	Insider Trading Compliance Policy.					X
21.1	Subsidiaries of Registrant.	10-K	001-40817	21.1	2/20/2024	
23.1	Consent of KPMG LLP, independent registered public accounting firm.					X
24.1	Power of Attorney (included in signature page hereto)					X
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
97.1	Policy Relating to Recovery of Erroneously Awarded Compensation.	10-K	001-40817	97.1	2/20/2024	
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)					X

# Indicates management contract or compensatory plan
* The certifications attached as Exhibit 32.1 and Exhibit 32.2 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Amplitude, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Amplitude, Inc.
By:

/s/ Spenser Skates
Spenser Skates Chief Executive Officer

Date: February 18, 2026

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Spenser Skates, Andrew Casey, and Elizabeth Fisher, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Spenser Skates Spenser Skates	Chief Executive Officer and Chairperson *(Principal Executive Officer)*	February 18, 2026
/s/ Andrew Casey Andrew Casey	Chief Financial Officer *(Principal Financial and Accounting Officer)*	February 18, 2026
/s/ Ron Gill Ron Gill	Director	February 18, 2026
/s/ Pat Grady Pat Grady	Director	February 18, 2026
/s/ Curtis Liu Curtis Liu	Director	February 18, 2026
/s/ Erica Schultz Erica Schultz	Director	February 18, 2026
/s/ Tien Tzuo Tien Tzuo	Director	February 18, 2026
/s/ James Whitehurst James Whitehurst	Director	February 18, 2026
/s/ Catherine Wong Catherine Wong	Director	February 18, 2026