

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SPURLOCK STEVEN M</u>  (Last) (First) (Middle) 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc. [ AMPL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/28/2021		S		600,000	D	\$50	926,430	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/28/2021		S		200,000	D	\$53.2763 <sup>(2)</sup>	726,430	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/28/2021		S		200,000	D	\$54.2026 <sup>(3)</sup>	526,430	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/28/2021		C <sup>(4)</sup>		1,473,570	A	\$0	2,000,000	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		2,000,000	D	\$0	0	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		32,898	A	\$0	32,898	I	See footnote <sup>(6)</sup>
Class A Common Stock	09/29/2021		S		126	D	\$52.238 <sup>(7)</sup>	32,772	I	See footnote <sup>(6)</sup>
Class A Common Stock	09/29/2021		S		581	D	\$53.241 <sup>(8)</sup>	32,191	I	See footnote <sup>(6)</sup>
Class A Common Stock	09/29/2021		S		912	D	\$54.2812 <sup>(9)</sup>	31,279	I	See footnote <sup>(6)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		115,499	A	\$0	115,499	I	See footnote <sup>(10)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		79,808	A	\$0	79,808	I	See footnote <sup>(11)</sup>
Class A Common Stock	09/29/2021		S		257	D	\$52.238 <sup>(7)</sup>	79,551	I	See footnote <sup>(11)</sup>
Class A Common Stock	09/29/2021		S		1,193	D	\$53.241 <sup>(8)</sup>	78,358	I	See footnote <sup>(11)</sup>
Class A Common Stock	09/29/2021		S		1,869	D	\$54.2812 <sup>(9)</sup>	76,489	I	See footnote <sup>(11)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		3,940	A	\$0	3,940	I	See footnote <sup>(12)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		99,150	A	\$0	99,150	I	See footnote <sup>(13)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		7,880	A	\$0	7,880	I	See footnote <sup>(14)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		95,210	A	\$0	95,210	I	See footnote <sup>(15)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		55,650	A	\$0	55,650	I	See footnote <sup>(16)</sup>
Class A Common Stock	09/29/2021		S		279	D	\$52.238 <sup>(7)</sup>	55,371	I	See footnote <sup>(16)</sup>
Class A Common Stock	09/29/2021		S		1,293	D	\$53.241 <sup>(8)</sup>	54,078	I	See footnote <sup>(16)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/29/2021		S		2,027	D	\$54.2812 <sup>(9)</sup>	52,051	I	See footnote <sup>(16)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		696	A	\$0	696	I	See footnote <sup>(17)</sup>
Class A Common Stock	09/28/2021		J <sup>(5)</sup>		12,497	A	\$0	12,497	I	See footnote <sup>(18)</sup>
Class A Common Stock	09/29/2021		S		63	D	\$52.238 <sup>(7)</sup>	12,434	I	See footnote <sup>(18)</sup>
Class A Common Stock	09/29/2021		S		291	D	\$53.241 <sup>(8)</sup>	12,143	I	See footnote <sup>(18)</sup>
Class A Common Stock	09/29/2021		S		455	D	\$54.2812 <sup>(9)</sup>	11,688	I	See footnote <sup>(18)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	<sup>(19)</sup>	09/28/2021		C			1,473,570	<sup>(19)</sup>	<sup>(19)</sup>	Class A Common Stock	1,473,570	\$0	12,264,298	I	See footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
SPURLOCK STEVEN M  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 \_\_\_\_\_  
 (Street)  
 WOODSIDE CA 94062  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cohler Matt  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 \_\_\_\_\_  
 (Street)  
 WOODSIDE CA 94062  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FENTON PETER H  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 \_\_\_\_\_  
 (Street)  
 WOODSIDE CA 94062  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GURLEY J WILLIAM  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 2965 WOODSIDE ROAD  
 \_\_\_\_\_  
 (Street)  
 WOODSIDE CA 94062  
 \_\_\_\_\_  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Hu An-Yen</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">LASKY MITCHELL</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Puttagunta Chetan</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Tavel Sarah E</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares are held directly by Benchmark Capital Partners VIII, L.P. ("BCP VIII") for itself and as nominee for Benchmark Founders' Fund VIII, L.P. ("BFF VIII") and Benchmark Founders' Fund VIII-B, L.P. ("BFF VIII-B"). Benchmark Capital Management Co. VIII, L.L.C. ("BCMC VIII"), the general partner of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and dispositive power over the securities. Eric Vishria, a member of the Issuer's board of directors, Matthew R. Cohler, Peter H. Fenton, J. William Gurley, An-Yen Hu, Mitchell H. Lasky, Chetan Puttagunta, Steven M. Spurlock and Sarah E. Tavel are the managing members of BCMC VIII, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 28, 2021. The actual sale prices ranged from a low of \$53 to a high of \$53.85, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 28, 2021. The actual sale prices ranged from a low of \$54.01 to a high of \$54.68, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Conversion of a derivative security in accordance of its terms.
- Represents a pro-rata, in-kind distribution by BCP VIII and its affiliated funds, not for additional consideration, to BCMC VIII and its respective members and assignees.
- Shares are held by Steven M. Spurlock's family partnership.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 29, 2021. The actual sale prices ranged from a low of \$51.81 to a high of \$52.57, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 29, 2021. The actual sale prices ranged from a low of \$52.85 to a high of \$53.8, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 29, 2021. The actual sale prices ranged from a low of \$53.875 to a high of \$54.67, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Shares are held by Matthew R. Cohler's trust entity.
- Shares are held by Peter H. Fenton's trust entities.
- Shares are held by Mitchell H. Lasky's family partnership.
- Shares are held by Mitchell H. Lasky's trust entity.
- Shares are held by J. William Gurley's family partnerships.
- Shares are held by J. William Gurley's trust entity
- Shares are held by Sarah Tavel.
- Shares held by An-Yen Hu's trust entity.
- Shares held by Chetan Puttagunta's trust entity.
- The Class B Common Stock is convertible at any time at the option of the holder into the Issuer's Class A Common Stock on a one-to-one basis. The Class B Common Stock will convert automatically into shares of the Issuer's Class A Common Stock on a one-to-one basis upon the earlier of (a) any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions or (b) the date that is six months following the date on which none of the Issuer's founders is an employee or director of the Issuer (unless a founder has rejoined the Issuer during such six-month period).

**Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

<a href="#"><u>/s/ An-Yen Hu, by power of attorney for Steven M. Spurlock</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>/s/ An-Yen Hu, by power of attorney for Matthew R. Cohler</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>/s/ An-Yen Hu, by power of attorney for Peter H. Fenton</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>/s/ An-Yen Hu, by power of attorney for J. William Gurley</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>/s/ An-Yen Hu</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>s/ An-Yen Hu, by power of attorney for Mitchell H. Lasky</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>s/ An-Yen Hu, by power of attorney for Chetan Puttagunta</u></a>	<a href="#"><u>09/30/2021</u></a>
<a href="#"><u>s/ An-Yen Hu, by power of attorney for Sarah E. Tavel</u></a>	<a href="#"><u>09/30/2021</u></a>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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