

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>Agrawal Neeraj</u> (Last) (First) (Middle) C/O AMPLITUDE, INC. 201 THIRD STREET, SUITE 200 (Street) SAN FRANCISCO CA 94103 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/09/2022		C		90,000	A	\$0.00 ⁽¹⁾	109,373	I	By Battery Investment Partners XI, LLC ⁽²⁾
Class A Common Stock	05/09/2022		C		1,941,905	A	\$0.00 ⁽¹⁾	2,359,937	I	By Battery Ventures XI-A, L.P. ⁽³⁾
Class A Common Stock	05/09/2022		C		513,095	A	\$0.00 ⁽¹⁾	623,549	I	By Battery Ventures XI-B, L.P. ⁽⁴⁾
Class A Common Stock	05/09/2022		C		2,017,519	A	\$0.00 ⁽¹⁾	2,451,829	I	By Battery Ventures XI-A Side Fund, L.P. ⁽⁵⁾
Class A Common Stock	05/09/2022		C		437,481	A	\$0.00 ⁽¹⁾	531,657	I	By Battery Ventures XI-B Side Fund, L.P. ⁽⁶⁾
Class A Common Stock								31,930 ⁽⁷⁾⁽⁸⁾⁽⁹⁾	D	
Class A Common Stock								36,642 ⁽⁷⁾⁽⁸⁾⁽⁹⁾	I	By Trust ⁽¹⁰⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(1)	05/09/2022		C		90,000		(11)	(11)	Class A Common Stock	90,000	\$0.00 ⁽¹¹⁾	81,206	I	By Battery Investment Partners XI, LLC ⁽²⁾
Class B Common Stock	(1)	05/09/2022		C		1,941,905		(11)	(11)	Class A Common Stock	1,941,905	\$0.00 ⁽¹¹⁾	1,752,173	I	By Battery Ventures XI-A, L.P. ⁽³⁾
Class B Common Stock	(1)	05/09/2022		C		513,095		(11)	(11)	Class A Common Stock	513,095	\$0.00 ⁽¹¹⁾	462,963	I	By Battery Ventures XI-B, L.P. ⁽⁴⁾
Class B Common Stock	(1)	05/09/2022		C		2,017,519		(11)	(11)	Class A Common Stock	2,017,519	\$0.00 ⁽¹¹⁾	1,820,400	I	By Battery Ventures XI-A Side Fund, L.P. ⁽⁵⁾

**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	(1)	05/09/2022		C			437,481	(11)	(11)	Class A Common Stock	437,481	\$0.00 ⁽¹¹⁾	394,738	I	By Battery Ventures XI-B Side Fund, L.P. (6)
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock	35,713		35,713	I	By Battery Investment Partners Select Fund I, L.P. (12)
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock	361,099		361,099	I	By Battery Ventures Select Fund I, L.P. (13)

Explanation of Responses:

1. These shares of Class B common stock were converted on a one-for-one basis into Class A common stock.
2. The reported securities are owned directly by Battery Investment Partners XI, LLC ("BIP XI"). The sole managing member of BIP XI is Battery Partners XI, LLC ("BP XI"). BP XI's investment adviser is Battery Management Corp. ("BMC"). The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
3. The reported securities are owned directly by Battery Ventures XI-A, L.P. ("BV XI-A"). The sole general partner of BV XI-A is BP XI. BP XI's investment adviser is BMC. The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over the securities held by BV XI-A. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
4. The reported securities are owned directly by Battery Ventures XI-B, L.P. ("BV XI-B"). The sole general partner of BV XI-B is BP XI. BP XI's investment adviser is BMC. The Reporting Person is a managing member of BP XI and may be deemed to share voting and dispositive power over the securities held by BV XI-B. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
5. The reported securities are owned directly by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF"). The sole general partner of BV XI-A SF is Battery Partners XI Side Fund, LLC ("BP XI SF"). BP XI SF's investment adviser is BMC. The Reporting Person is a managing member of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BV XI-A SF. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
6. The reported securities are owned directly by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF"). The sole general partner of BV XI-B SF is BP XI SF. BP XI SF's investment adviser is BMC. The Reporting Person is a managing member of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BV XI-B SF. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
7. The shares held by the Reporting Person reflect the receipt of shares pursuant to a pro rata distribution in kind, effected by BIP XI to its members for no additional consideration, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.
8. The shares held by the Reporting Person include the receipt of shares pursuant to pro rata distributions in kind, effected by each of BV XI-A SF and BV XI-B SF to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of BV XI-A SF and BV XI-B SF, for no additional consideration to its members, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.
9. The shares held by the Reporting Person include the receipt of shares pursuant to pro rata distributions in kind, effected by each of BV XI-A and BV XI-B to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of BV XI-A and BV XI-B, for no additional consideration to its members, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.
10. The reported securities are owned directly by the Neeraj Agrawal Irrevocable GST Trust (the "Trust"), of which the Reporting Person's spouse is the trustee. The Reporting Person disclaims beneficial ownership of the securities held by the Trust except to the extent of his proportionate pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
11. 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).
12. The reported securities are owned directly by Battery Investment Partners Select Fund I, L.P. ("BIP Select I"). The sole general partner of BIP Select I is Battery Partners Select Fund I GP, LLC ("BP Select I GP"). BP Select I GP's investment adviser is BMC. The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BP Select I. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
13. The reported securities are owned directly by Battery Ventures Select Fund I, L.P. ("BV Select I"). The sole general partner of BV Select I is Battery Partners Select Fund I, L.P. ("BP Select I"). The general partner of BP Select I is BP Select I GP. BP Select I GP's investment adviser is BMC. The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BV Select I. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Christopher Schiavo, as
Attorney-in-Fact for Neeraj Agrawal

05/11/2022

** Signature of Reporting Person Date

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

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

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.