SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVA	۱L
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OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if to Section 16. For obligations may Instruction 1(b).			d pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940		OMB Number: 3235-0287 Estimated average burden hours per response: 0.5
1. Name and Addres	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc.</u> [AMPL]	5. Relationship of F (Check all applicab Director Officer (gi	X 10% Owner
(Last) C/O SEQUOIA 2800 SAND HII		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2022	below)	below)
(Street) MENLO PARK		94025 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) Form filed	t/Group Filing (Check Applicable by One Reporting Person by More than One Reporting

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. Transa Code (8)	iction Instr.	4. Securities Disposed Of	Acquire (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/18/2022		Р		146,436	A	\$17.4936 ⁽²⁾	146,436	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		р		336,696	A	\$18.4952 ⁽³⁾	483,133	Ι	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		706,285	A	\$ 19.211 ⁽⁴⁾	1,189,418	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		394,499	A	\$20.1427 ⁽⁵⁾	1,583,917	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		6,310	A	\$17.4936 ⁽²⁾	6,310	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		14,509	A	\$18.4952 ⁽³⁾	20,819	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾

1. Title of Security (Instr. 3)	le I - Non-Derivativ 2. Transaction	2A. Deemed	3.		4. Securities	Acquire	d (A) or	5. Amount of	6. Ownership	7. Nature of
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (iction Instr.	Disposed Of	(D) (Inst	r. 3, 4 and 5)	Securities Beneficially Owned Following Benerted	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/18/2022		Р		30,436	A	\$19.211 ⁽⁴⁾	51,255	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		17,000	A	\$20.1427 ⁽⁵⁾	68,255	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		р		15,978	A	\$17.4936 ⁽²⁾	15,978	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		36,738	A	\$18.4952 ⁽³⁾	52,717	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		77,066	A	\$ 19.211 ⁽⁴⁾	129,782	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		Р		43,046	А	\$20.1427 ⁽⁵⁾	172,828	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		Р		272,258	A	\$20.0108 ⁽⁶⁾	1,856,175	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		Р		207,284	A	\$20.6755 ⁽⁷⁾	2,063,459	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾

1. Title of Security (Instr. 3)	Die I - Non-Derivativ 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (ction	4. Securities Disposed Of	Acquire	d (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A Common Stock	02/22/2022		Р		11,732	А	\$20.0108 ⁽⁶⁾	79,987	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		Р		8,933	A	\$20.6755 ⁽⁷⁾	88,920	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		Р		29,707	A	\$20.0108 ⁽⁶⁾	202,535	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		р		22,618	A	\$20.6755 ⁽⁷⁾	225,153	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		Р		158,102	A	\$20.5018 ⁽⁸⁾	2,221,562	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		Р		3,515	A	\$21.0906 ⁽⁹⁾	2,225,077	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		Р		6,814	A	\$20.5018 ⁽⁸⁾	95,734	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		Р		151	A	\$21.0906 ⁽⁹⁾	95,885	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		р		17,251	A	\$20.5018 ⁽⁸⁾	242,404	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾

1. Title of	Security (Ins		2. Transaction	2	A. Deem	ed	3.		4. Securities	Acquire	ed (A) or	5. Am	ount of			7. Nature of
	, (Date (Month/Day/Yea	r) if	xecutior any Month/Da		Trans	action (Instr.		f (D) (Ins	tr. 3, 4 and 5)	Benef Owne Follow	Beneficially (D Owned In		Form: Direct Ir (D) or B Indirect (I) O (Instr. 4) (I	
							Code	v	Amount	(A) or (D)	Price	Trans	ted action(s) 3 and 4)			
Class A (Common St	ock	02/23/2022				Р		384	A	\$21.0906	(9) 24	12,788		I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A (Common St	ock										2:	35,201		I	Sequoia Capital U.S. Venture 2010 - Seed Fund, L.P ⁽²⁾
		Та	ble II - Derivati) isposed (is, conver				ed			
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	4. Trans	saction (Instr.	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5	nber 6 ative (ities red sed 3, 4	. Date I Expirati	Exercisable ar on Date Day/Year)	nd 7.1 Am See Un Dei See	Title and nount of curities derlying rivative curity (Instr. nd 4)	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s i Ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)
				Code	• V	(A)		Date Exercisa	Expirati able Date	on Titl	Amount or Number of Shares					
	nd Address o (TTGP),	f Reporting Person [*] LTD.	k													
	QUOIA CA	(First) PITAL ROAD, SUITE 1	(Middle)													
(Street) MENLC) PARK	CA	94025		_											
(City)		(State)	(Zip)													
		f Reporting Person [*] JRE 2010 M	ANAGEMEN	<u>T</u> ,												
	QUOIA CA	(First) PITAL ROAD, SUITE 1	(Middle)													
(Street) MENLC) PARK	CA	94025		_											
(City)		(State)	(Zip)													
<u>SEQU</u>			ENTURE 201	<u>0-</u>												
	QUOIA CA	(First) PITAL ROAD, SUITE 1	(Middle)													
(Street)		CA	94025		-											

(City)	(State)	(Zip)
1. Name and Address SC U.S. Growt	of Reporting Person [*] <u>h IX Manageme</u> i	<u>nt, L.P.</u>
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street) MENLO PARK	СА	94025
(City)	(State)	(Zip)
1. Name and Address Sequoia Capita	of Reporting Person [*] 1 U.S. Growth Fu	<u>ınd IX, L.P.</u>
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street) MENLO PARK	СА	94025
(City)	(State)	(Zip)
(- 3)	()	(1)
1. Name and Address		
1. Name and Address <u>Sequoia Capita</u> <u>L.P.</u> (Last)	of Reporting Person*	
1. Name and Address <u>Sequoia Capita</u> <u>L.P.</u> (Last)	of Reporting Person [*] <u>I U.S. Growth Pa</u> (First) ROAD, SUITE 101	artners Fund IX,
1. Name and Address <u>Sequoia Capita</u> <u>L.P.</u> (Last) 2800 SAND HILL (Street)	of Reporting Person [*] <u>I U.S. Growth Pa</u> (First) ROAD, SUITE 101	(Middle)
1. Name and Address Sequoia Capita L.P. (Last) 2800 SAND HILL (Street) MENLO PARK (City) 1. Name and Address	of Reporting Person [*] <u>I U.S. Growth Pa</u> (First) ROAD, SUITE 101 CA (State)	(Middle) 94025 (Zip)
1. Name and Address Sequoia Capita L.P. (Last) 2800 SAND HILL (Street) MENLO PARK (City) 1. Name and Address Sequoia Capita Fund, L.P.	of Reporting Person [*] <u>I U.S. Growth Pa</u> (First) ROAD, SUITE 101 CA (State) of Reporting Person [*]	(Middle) 94025 (Zip) (Viddle) (Middle)
1. Name and Address Sequoia Capita L.P. (Last) 2800 SAND HILL (Street) MENLO PARK (City) 1. Name and Address Sequoia Capita Fund, L.P.	of Reporting Person* <u>I U.S. Growth Pa</u> (First) ROAD, SUITE 101 CA (State) of Reporting Person* <u>I U.S. Growth IX</u> (First)	(Middle) 94025 (Zip) (Viddle) (Middle)

Explanation of Responses:

1. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (USV 2010-Seed), and (ii) the general partner of SC U.S. Growth IX Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fartners Fund IX, L.P., and Sequoia Capital U.S. Growth Fartners Fund, L.P. (collectively "the GFIX Funds"). Each of SC US (TTGP), Ltd., SC U.S. Venture 2010 Management, L.P., and Sequoia Capital U.S. Growth IX Management, L.P. (collectively "the GFIX Funds"). Each of SC US (TTGP), Ltd., SC U.S. Venture 2010 Management, L.P., and SC U.S. Growth IX Management, L.P. disclaims beneficial ownership of the shares held by USV 2010-Seed, and the GFIX Funds except to the extent of their 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 purposes.

2. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.7900 to \$17.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

3. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.7900 to \$18.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

4. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.7900 to \$19.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

5. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.7900 to \$20.6900. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

6. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.3200 to \$20.3199. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

7. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.3200 to \$21.3100. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

8. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.0500 to \$21.0499. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

9. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$21.0500 to \$21.1200. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US 02/23/2022 (TTGP), Ltd., the General Partner of SC U.S. Venture 2010 Management, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Venture 02/23/2022 2010 Management, L.P., the General Partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US 02/23/2022 (TTGP), Ltd., the General Partner of SC U.S. Growth IX Management, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Growth IX 02/23/2022 Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IX, <u>L.P.</u> By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Growth IX 02/23/2022 Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Partners Fund IX, L.P. By: /s/ Jung Yeon Son, by power of attorney for Douglas Leone, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Growth IX 02/23/2022 Management, L.P., which is the general partner of Sequoia Capital U.S. Growth IX Principals Fund, L.P. ** 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.