

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>TOBIN SCOTT R</u> (Last) (First) (Middle) <u>ONE MARINA PARK DRIVE, SUITE 1100</u> (Street) <u>BOSTON MA 02210</u> (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) <u>12/13/2021</u>	
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	12/13/2021		S		2,896	D	\$50.66 ⁽¹⁾	25,420 ⁽²⁾⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Class A Common Stock	12/13/2021		S		8,932	D	\$51.86 ⁽⁶⁾	16,488 ⁽²⁾⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Class A Common Stock	12/13/2021		S		11,698	D	\$52.63 ⁽⁷⁾	4,790 ⁽²⁾⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Class A Common Stock	12/13/2021		S		2,200	D	\$54.15 ⁽⁸⁾	2,590 ⁽²⁾⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Class A Common Stock	12/13/2021		S		2,590	D	\$54.97 ⁽⁹⁾	0 ⁽²⁾⁽³⁾⁽⁴⁾	I	By Trust ⁽⁵⁾
Class A Common Stock								23,604 ⁽³⁾⁽⁴⁾	D	
Class A Common Stock								19,373	I	By Battery Investment Partners XI, LLC ⁽¹⁰⁾
Class A Common Stock								418,032	I	By Battery Ventures XI-A, L.P. ⁽¹¹⁾
Class A Common Stock								434,310	I	By Battery Ventures XI-A Side Fund, L.P. ⁽¹²⁾
Class A Common Stock								110,454	I	By Battery Ventures XI-B, L.P. ⁽¹³⁾
Class A Common Stock								94,176	I	By Battery Ventures XI-B Side Fund, L.P. ⁽¹⁴⁾

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)					

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.21 to \$51.19 inclusive. The Reporting Person undertakes to

provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

2. The shares held by the Reporting Person prior to the transactions reported herein reflect the receipt of shares pursuant to a pro rata distribution in kind, effected by Battery Investment Partners XI, LLC ("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.

3. The shares held by the Reporting Person prior to the transactions reported herein include the receipt of shares pursuant to pro rata distributions in kind, effected by each of Battery Ventures XI-A, L.P. ("BV XI-A") and Battery Ventures XI-B, L.P. ("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.

4. The shares held by the Reporting Person prior to the transactions reported herein include the receipt of shares pursuant to pro rata distributions in kind, effected by each of Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF") and Battery Ventures XI-B Side Fund, L.P. ("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.

5. Shares are held by The Scott R. Tobin Irrevocable GST Trust of 2013 (the "Trust"), of which the Reporting Person's spouse is a trustee. The Reporting Person disclaims beneficial ownership of the shares held by the Trust except to the extent of his proportionate pecuniary interest therein.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.21 to \$52.19 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.21 to \$53.15 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.58 to \$54.47 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.60 to \$55.39 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. Shares held by BIP XI. Battery Partners XI, LLC ("BP XI") is the managing member of BIP XI and may be deemed to beneficially own the shares held by BIP XI. BP XI's investment adviser is Battery Management Corp. 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 BIP 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 of for any other purpose.

11. Shares held by BV XI-A. BP XI is the general partner of BV XI-A and may be deemed to beneficially own the shares held by BV XI-A. BP XI's investment adviser is Battery Management Corp. 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-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 of for any other purpose.

12. Shares held by BV XI-A SF. Battery Partners XI Side Fund, LLC ("BP XI SF") is the general partner of BV XI-A SF and may be deemed to beneficially own the shares held by BV XI-A SF. BP XI SF's investment adviser is Battery Management Corp. 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 BP 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 of for any other purpose.

13. Shares held by BV XI-B. BP XI is the general partner of BV XI-B and may be deemed to beneficially own the shares held by BV XI-B. BP XI's investment adviser is Battery Management Corp. 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-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 of for any other purpose.

14. Shares held by BV XI-B SF. BP XI SF is the general partner of BV XI-B SF and may be deemed to beneficially own the shares held by BV XI-B SF. BP XI SF's investment adviser is Battery Management Corp. 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 BP 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 of for any other purpose.

Remarks:

/s/ Christopher Schiavo, as
Attorney-in-Fact for Scott R. Tobin 12/15/2021

** 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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