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

1. Name and Address of Reporting Person

Gill Ronald S
C/O AMPLITUDE, INC.
201 THIRD ST., SUITE 200
SAN FRANCISCO CA 94103

2. Issuer Name and Ticker or Trading Symbol

Amplitude, Inc. [ AMPL ]

3. Date of Earliest Transaction (Month/Day/Year)

06/08/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)


5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner

Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>A</th>
<th>Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>06/08/2023</td>
<td>A</td>
<td>17,206(1)</td>
<td>$0.00</td>
<td>40,878(2)</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>A</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. Represents restricted stock units ("RSUs") that were granted pursuant to the Issuer's Non-Employee Director Compensation Program (the "Program"). Each RSU represents a right to receive one share of Class A Common Stock. The RSUs will vest in full on the earlier of (i) June 8, 2024 or (ii) immediately before the Issuer's 2024 annual meeting of stockholders, subject to the reporting person's continued service on the Board through such vesting date.
2. Includes (i) 13,729 shares of Class A Common Stock received in a pro rata in-kind distribution exempt from reporting pursuant to Rule 16a-9 and (ii) 17,206 RSUs.

Remarks:

/s/ Elizabeth Fisher, as
Attorney-in-Fact for Ronald Gill
06/12/2023

** 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).
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.