

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>Grady Patrick W</u> <hr/> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101 <hr/> (Street) MENLO PARK CA 94025 <hr/> (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) 06/06/2023	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	06/06/2023		c <sup>(1)</sup>		51,876	A	\$0	51,876	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class A Common Stock	06/06/2023		c <sup>(1)</sup>		4,711	A	\$0	4,711	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock	06/06/2023		s		51,876	D	\$10.15 <sup>(4)</sup>	0	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class A Common Stock	06/06/2023		s		4,711	D	\$10.15 <sup>(4)</sup>	0	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock	06/07/2023		c <sup>(1)</sup>		237,330	A	\$0	237,330	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class A Common Stock	06/07/2023		c <sup>(1)</sup>		21,552	A	\$0	21,552	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock	06/07/2023		s		237,330	D	\$10.06 <sup>(5)</sup>	0	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class A Common Stock	06/07/2023		s		21,552	D	\$10.06 <sup>(5)</sup>	0	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock	06/08/2023		c <sup>(1)</sup>		7,708	A	\$0	7,708	I	Sequoia Capital U.S. Growth Fund

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			Code	V	Amount	(A) or (D)	Price			
										VIII, L.P. (2)(3)
Class A Common Stock	06/08/2023		C <sup>(1)</sup>		700	A	\$0	700	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock	06/08/2023		S		7,708	D	\$10.06 <sup>(6)</sup>	0	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class A Common Stock	06/08/2023		S		700	D	\$10.06 <sup>(6)</sup>	0	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class A Common Stock								2,225,077	I	Sequoia Capital U.S. Growth Fund IX, L.P. (2)(3)
Class A Common Stock								242,788	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. (2)(3)
Class A Common Stock								95,885	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. (2)(3)
Class A Common Stock								235,201	I	Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (2)(3)
Class A Common Stock								9,943	D	

**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)	06/06/2023		C <sup>(1)</sup>			51,876	(1)	(1)	Class A Common Stock	51,876	(1)	5,114,497	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)
Class B Common Stock	(1)	06/06/2023		C <sup>(1)</sup>			4,711	(1)	(1)	Class A Common Stock	4,711	(1)	398,113	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class B Common Stock	(1)	06/07/2023		C <sup>(1)</sup>			237,330	(1)	(1)	Class A Common Stock	237,330	(1)	4,877,167	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (2)(3)

**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)	06/07/2023		C <sup>(1)</sup>			21,552	(1)	(1)	Class A Common Stock	21,552	(1)	376,561	I	Sequoia Grove II, LLC <sup>(7)</sup>
Class B Common Stock	(1)	06/08/2023		C <sup>(1)</sup>			7,708	(1)	(1)	Class A Common Stock	7,708	(1)	4,869,459	I	Sequoia Capital U.S. Growth Fund VIII, L.P. <sup>(2)(3)</sup>
Class B Common Stock	(1)	06/08/2023		C <sup>(1)</sup>			700	(1)	(1)	Class A Common Stock	700	(1)	375,861	I	Sequoia Grove II, LLC <sup>(7)</sup>

**Explanation of Responses:**

- The Issuer's Class B Common Stock is convertible into the Issuer's Class A Common Stock on a one-for-one basis at the election of the holder thereof and has no expiration date. In addition, upon any transfer of shares of Class B Common Stock, each such transferred share will automatically convert into one share of Class A Common Stock, except for certain "Permitted Transfers" described in the Issuer's certificate of incorporation.
- The Reporting Person is a director and stockholder of SC US (TTGP), Ltd. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Growth VIII Management, L.P. ("GFVIII Management"), which is the general partner of Sequoia Capital U.S. Growth Fund VIII, L.P. (GFVIII), (ii) the general partner of SC U.S. Venture 2010 Management, L.P. ("USV2010 Management"), which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (USV 2010-Seed), and (iii) the general partner of SC U.S. Growth IX Management, L.P. ("GFIX Management"), which is the general partner of Sequoia Capital U.S. Growth Fund IX, L.P., Sequoia Capital U.S. Growth Partners Fund IX, L.P., and Sequoia Capital U.S. Growth IX Principals Fund, L.P. (collectively "the GFIX Funds").
- (Continued from Footnote 2) The Reporting Person disclaims beneficial ownership of the shares held by GFVIII, USV 2010-Seed, and the GFIX Funds 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 purposes.
- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.80 to \$10.33. 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.
- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.00 to \$10.49. 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.
- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.00 to \$10.22. 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.
- The Reporting Person is a member of Sequoia Grove Manager, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its 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.

/s/ Jung Yeon Son, Attorney-in-Fact 06/08/2023

\*\* 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).

\*\* 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.**