

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Phelps Dennis B</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BUILDING 2 SUITE 250 (Street) MENLO PARK CA 94025 (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) 11/19/2021	
	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 Form filed by More than One Reporting Person

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	11/19/2021		S		21,590	D	\$68.44 ⁽¹⁾	72,616 ⁽²⁾	D	
Class A Common Stock	11/19/2021		S		2,106	D	\$69 ⁽³⁾	70,510	D	
Class A Common Stock								5,610,451	I	See Footnote ⁽⁴⁾
Class A Common Stock								29,835	I	See Footnote ⁽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)					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.93 to \$68.91 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.
- The shares held directly by the Reporting Person prior to the transactions reported herein reflect the receipt of shares pursuant to pro rata distributions in kind, effected by Institutional Venture Partners XV, L.P. ("IVP XV LP") to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of IVP XV LP, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.91 to \$69.05 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.
- These shares are owned directly by IVP XV LP, of which Institutional Venture Management XV, LLC ("IVM XV") is the sole general partner and exercises voting and investment power over these shares. The Reporting Person is a managing director of IVM XV and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are owned directly by Institutional Venture Partners XV Executive Fund, L.P. ("IVP XV EF"), of which IVM XV is the sole general partner and exercises voting and investment power over these shares. The Reporting Person is a managing director of IVM XV and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

Remarks:

/s/ Tracy Hogan, as Attorney-in-Fact for Todd C. Chaffee 11/19/2021

** 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.

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.