

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>SPURLOCK STEVEN M</u>  (Last) (First) (Middle) 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (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) 11/12/2021	
	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 <input type="checkbox"/> 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	11/15/2021		S		17	D	\$67.71 <sup>(2)</sup>	1,197	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/15/2021		S		144	D	\$69.2766 <sup>(3)</sup>	1,053	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/15/2021		S		344	D	\$70.3713 <sup>(4)</sup>	709	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/15/2021		S		372	D	\$71.2845 <sup>(5)</sup>	337	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/15/2021		S		198	D	\$72.359 <sup>(6)</sup>	139	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/15/2021		S		139	D	\$73.0466 <sup>(7)</sup>	0	I	See footnote <sup>(8)</sup>
Class A Common Stock	11/12/2021		J <sup>(1)</sup>		18,744	A	\$0	31,241	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		460	D	\$68.4383 <sup>(10)</sup>	30,781	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		1,663	D	\$69.4533 <sup>(11)</sup>	29,118	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		4,340	D	\$70.5281 <sup>(12)</sup>	24,778	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		14,011	D	\$71.6987 <sup>(13)</sup>	10,767	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		9,158	D	\$71.3296 <sup>(14)</sup>	1,609	I	See footnote <sup>(9)</sup>
Class A Common Stock	11/15/2021		S		1,609	D	\$73.2829 <sup>(15)</sup>	0	I	See footnote <sup>(9)</sup>

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)					
1. Name and Address of Reporting Person*													

[SPURLOCK STEVEN M](#)

(Last) (First) (Middle)  
2965 WOODSIDE ROAD

(Street)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Cohler Matt](#)

(Last) (First) (Middle)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FENTON PETER H](#)

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1. Name and Address of Reporting Person\*

[GURLEY J WILLIAM](#)

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1. Name and Address of Reporting Person\*

[Hu An-Yen](#)

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1. Name and Address of Reporting Person\*

[LASKY MITCHELL](#)

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1. Name and Address of Reporting Person\*

[Puttagunta Chetan](#)

(Last) (First) (Middle)

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2965 WOODSIDE ROAD

(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Tavel Sarah E](#)

(Last) (First) (Middle)

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(Street)

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(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro-rata, in-kind distribution by BCP VIII and its affiliated funds, not for additional consideration, to its partners, including BCMC VIII and its respective members and assignees.
2. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$67.57 to a high of \$67.85, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
3. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$68.65 to a high of \$69.64, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
4. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$69.77 to a high of \$70.765, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
5. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$70.775 to a high of \$71.77 inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
6. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$71.8 to a high of \$72.795, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
7. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$72.8 to a high of \$73.5, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
8. Shares held by Chetan Puttagunta.
9. Shares held by Chetan Puttagunta's trust entity.
10. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$67.85 to a high of \$68.8, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
11. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$68.98 to a high of \$69.97, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
12. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$70.02 to a high of \$70.98, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
13. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$71.02 to a high of \$72.015, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
14. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$72.02 to a high of \$72.965, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
15. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 15, 2021. The actual sale prices ranged from a low of \$73.075 to a high of \$73.425, inclusive. The Reporting Person undertakes to provide upon request of the SEC Staff, Amplitude, Inc. or any security holder of Amplitude, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.

**Remarks:**

This report is one of four reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

[/s/ An-Yen Hu, by power of attorney for Steven M. Spurlock](#) [11/16/2021](#)  
[/s/ An-Yen Hu, by power of attorney for Matthew R. Cohler](#) [11/16/2021](#)  
[/s/ An-Yen Hu, by power of attorney for Peter H. Fenton](#) [11/16/2021](#)  
[/s/ An-Yen Hu, by power of attorney for J. William Gurley](#) [11/16/2021](#)  
[/s/ An-Yen Hu](#) [11/16/2021](#)  
[/s/ An-Yen Hu, by power of attorney for Mitchell H. Lasky](#) [11/16/2021](#)  
[/s/ An-Yen Hu, by power of attorney for Chetan Puttagunta](#) [11/16/2021](#)

/s/ An-Yen Hu, by power of  
attorney for Sarah E. Tavel

11/16/2021

\*\* 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.**