

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>HANSEN THOMAS NEERGAARD</u> _____ (Last) (First) (Middle) C/O AMPLITUDE, INC. 201 THIRD ST., SUITE 200 _____ (Street) SAN FRANCISCO CA 94103 _____ (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 _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X _____ President	
3. Date of Earliest Transaction (Month/Day/Year) 08/15/2023			4. If Amendment, Date of Original Filed (Month/Day/Year)		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 <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	08/15/2023		A		66,021 ⁽¹⁾	A	\$0	980,637 ⁽²⁾	D	
Class A Common Stock	08/15/2023		F		24,790 ⁽³⁾	D	\$11.37	955,847 ⁽⁴⁾	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
Employee Stock Option (Right to Buy)	\$6.29	08/15/2023		A		39,745		(5)	08/14/2033	Class A Common Stock	39,745	\$0	39,745	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a right to receive one share of the Issuer's Class A Common Stock. The RSUs vest in eight substantially equal quarterly installments beginning on November 15, 2023, subject to the continued service of the reporting person through each vesting date.
- Includes 866,021 RSUs.
- Represents shares of the Issuer's Class A Common Stock withheld by the Issuer solely to satisfy tax withholding obligations in connection with the net issuance of shares of the Issuer's Class A Common Stock delivered to the reporting person on August 15, 2023, from the vesting of RSUs, and does not represent a sale by the reporting person.
- Includes 816,021 RSUs.
- 1/24th of the shares subject to the option vest on each monthly anniversary measured from August 15, 2023 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the second anniversary of the Vesting Commencement Date, subject to the continued service of the reporting person through each vesting date.

/s/ Elizabeth Fisher, as attorney
in fact for Thomas Neergaard 08/17/2023
Hansen

** 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.