FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
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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 Agrawal Neeraj	Reporting Person*			suer Name and Ticke <u>plitude, Inc.</u> [mbol			Relationship of Reportin heck all applicable) X Director	X 10	ier 0% Owner
(Last) C/O AMPLITUDE, 201 THIRD ST., SU		ate of Earliest Transa 12/2021	ction (Mo	onth/Da	ay/Year)			Officer (give title below)	9 0	ther (specify below)		
(Street) SAN FRANCISCO (City)	CA (State)	94103 (Zip)	4. If <i>i</i>	Amendment, Date of	Original	Filed (f	Month/Day/Year)		6.		ne Reporting Perso	on
		Table I -	Non-Derivat	tive Securities /	Acquir	ed, D	isposed of, o	or Bene	ficially O	wned		
1. Title of Security (Inst	tr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (II 8)		4. Securities Acc Of (D) (Instr. 3, 4	Acquired (A) or Dispos , 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.	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	3 and 4)	our Filing (Check Appliry One Reporting Persor y More than One Reporting Persor y More than One Reporting Form: Direct (D) of Indirect (I) (Instr. 4)	
Class A Common Sto	ock		09/21/2021		С		73,373	A	\$0.00(1)	73,373	I	See footnotes ⁽²⁾ (9)(10)
Class A Common Sto	ock		09/21/2021		С		1,583,176	A	\$0.00(1)	1,583,176	I	See footnotes ⁽³⁾ (9)(10)
Class A Common Sto	ock		09/21/2021		С		1,644,822	A	\$0.00(1)	1,644,822	I	See footnotes ⁽⁴⁾ (9)(10)
Class A Common Sto	ock		09/21/2021		С		418,310	A	\$0.00(1)	418,310	I	See footnotes ⁽⁵⁾
Class A Common Sto	ock		09/21/2021		С		356,664	A	\$0.00(1)	356,664	I	See footnotes ⁽⁶⁾
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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	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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Class B Common Stock	(1)	09/21/2021		С			73,373	(1)	(1)	Class A Common Stock	73,373	\$0.00	171,206	I	See footnotes ⁽²⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock	(1)	09/21/2021		С			1,583,176	(1)	(1)	Class A Common Stock	1,583,176	\$0.00	3,694,078	I	See footnotes ⁽³⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock	(1)	09/21/2021		С			1,644,822	(1)	(1)	Class A Common Stock	1,644,822	\$0.00	3,837,919	I	See footnotes ⁽⁴⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock	(1)	09/21/2021		С			418,310	(1)	(1)	Class A Common Stock	418,310	\$0.00	976,058	I	See footnotes ⁽⁵⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock	(1)	09/21/2021		С			356,664	(1)	(1)	Class A Common Stock	356,664	\$0.00	832,219	I	See footnotes ⁽⁶⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock ⁽¹²⁾	(1)	09/21/2021		С		13,639,163		(1)	(1)	Class A Common Stock	13,639,163	\$0.00	13,984,637	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸ (9)(10)
Series F Preferred Stock	(11)	06/02/2021		P ⁽¹³⁾		28,107		(11)	(11)	Class B Common Stock ⁽¹²⁾	28,107	\$32.0199	28,107	I	See footnotes ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾
Series F Preferred Stock	(11)	06/02/2021		P ⁽¹³⁾		284,198		(11)	(11)	Class B Common Stock ⁽¹²⁾	284,198	\$32.0199	284,198	I	See footnotes ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock ⁽¹²⁾	(1)	06/28/2021		p(13)(14)		1,955		(1)	(1)	Class A Common Stock	1,955	\$21	30,062	I	See footnotes ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock ⁽¹²⁾	(1)	06/28/2021		p(13)(14)		5,651		(1)	(1)	Class A Common Stock	5,651	\$23.18	35,713	I	See footnotes ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock ⁽¹²⁾	(1)	06/28/2021		p(13)(14)		57,134		(1)	(1)	Class A Common Stock	57,134	\$23.18	341,332	I	See footnotes ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾
Class B Common Stock ⁽¹²⁾	(1)	06/28/2021		p(13)(14)		19,767		(1)	(1)	Class A Common Stock	19,767	\$21	361,099	I	See footnotes ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾
Series A Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			16,156	(11)	(11)	Class B Common Stock	16,156	\$0.00	0	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾⁽¹⁰
Series B Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			10,818,608	(11)	(11)	Class B Common Stock	10,818,608	\$0.00	0	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾⁽¹⁰
Series C Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			1,063,192	(11)	(11)	Class B Common Stock	1,063,192	\$0.00	0	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾⁽¹⁰
Series D Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			1,167,118	(11)	(11)	Class B Common Stock	1,167,118	\$0.00	0	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾⁽¹⁰

	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(1) (111341. 4)	
Series E Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			261,784	(11)	(11)	Class B Common Stock	261,784	\$0.00	0	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾⁽¹⁰⁾
Series F Preferred Stock	(11)	09/21/2021		C ⁽¹³⁾			312,305	(11)	(11)	Class B Common Stock	312,305	\$0.00	0	I	See footnotes ⁽⁷⁾ (8)(9)(10)

Explanation of Responses:

- 1. The Class B Common Stock is convertible at any time at the option of the holder into the Issuer's Class A Common Stock on a one-to-one basis. The Class B Common Stock will convert automatically into shares of the Issuer's Class A Common Stock on a one-to-one basis upon the earlier of (a) any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions or (b) the date that is six months following the date on which none of the Issuer's founders is an employee or director of the Issuer (unless a founder has rejoined the Issuer during such six-month period).
- 2. Shares held by Battery Investment Partners XI, LLC ("BIP XI").
- 3. Shares held by Battery Ventures XI-A, L.P. ("BV XI-A").
- 4. Shares held by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF").
- 5. Shares held by Battery Ventures XI-B, L.P. ("BV XI-B").
- 6. Shares held by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF").
- 7. Shares held by Battery Investment Partners Select Fund I, L.P. ("BIP Select I").
- 8. Shares held by Battery Ventures Select Fund I, L.P. ("BV Select I").
- 9. The sole general partner of BV XI-A and BV XI-B is Battery Partners XI, LLC ("BP XI"). The sole general partner of BV XI-A SF and BV XI-B SF is Battery Partners XI Side Fund, LLC ("BP XI SF"), The sole managing member of BIP XI is BP XI. The sole general partner of BV Select I is Battery Partners Select Fund I, L.P., whose sole general partner is Battery Partners Select Fund I GP, LLC ("BP Select I"). The general partner of BIP Select I is BP Select I is BP Select I. The investment adviser of BP XI, BP XI SF, and BP Select I is Battery Management Corp. (together with BP XI, BP XI SF, and BP Select I, the "Battery Companies").
- 10. The Reporting Person is a managing member of the Battery Companies and may be deemed to share voting and dispositive power over the securities held by BIP XI, BV XI-A, BV XI-B, BV XI-B, BV XI-B, BV XI-B, BIP Select I, and BV Select I. The Reporting Person disclaims beneficial ownership of these securities 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 purpose.
- 11. Each share of Series A, Series B, Series C, Series D, Series E and Series F Preferred Stock was automatically converted into the Issuer's Class B Common Stock on a one-to-one basis at the time of effectiveness of the Issuer's registration statement on Form S-1.
- 12. In connection with the reclassification of the Issuer's Common Stock on August 30, 2021, each share of Common Stock held by the Reporting Person was automatically reclassified as Class B Common Stock.
- 13. Transaction is being reported herein pursuant to Rule 16a-2(a).
- 14. The securities were purchased in a private resale transaction

Remarks:

 /s/ Hoang Vuong, as Attorney-in-Fact for Neeraj Agrawal
 09/23/2021

 ** 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.