

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>GURLEY J WILLIAM</u> <hr/> (Last) (First) (Middle) 2965 WOODSIDE ROAD <hr/> (Street) WOODSIDE CA 94062 <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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/16/2021		S		2,258	D	\$67.4896 ⁽¹⁾	9,562	I	See footnote ⁽²⁾
Class A Common Stock	11/16/2021		S		5,358	D	\$68.6737 ⁽³⁾	4,204	I	See footnote ⁽²⁾
Class A Common Stock	11/16/2021		S		1,000	D	\$70.6759 ⁽⁴⁾	3,204	I	See footnote ⁽²⁾
Class A Common Stock	11/16/2021		S		3,202	D	\$71.8275 ⁽⁵⁾	2	I	See footnote ⁽²⁾
Class A Common Stock	11/16/2021		S		2	D	\$72.24	0	I	See footnote ⁽²⁾
Class A Common Stock	11/16/2021		S		2,100	D	\$67.6029 ⁽⁶⁾	140,720	I	See footnote ⁽⁷⁾
Class A Common Stock	11/16/2021		S		4,800	D	\$68.6924 ⁽⁸⁾	135,920	I	See footnote ⁽⁷⁾
Class A Common Stock	11/16/2021		S		73,628	D	\$69.9279 ⁽⁹⁾	62,292	I	See footnote ⁽⁷⁾
Class A Common Stock	11/16/2021		S		54,173	D	\$70.6367 ⁽¹⁰⁾	8,119	I	See footnote ⁽⁷⁾
Class A Common Stock	11/16/2021		S		7,619	D	\$71.979 ⁽¹¹⁾	500	I	See footnote ⁽⁷⁾

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:

1. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$67.07 to a high of \$68.02, 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.

2. Shares are held by J. William Gurley's family partnerships.

3. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$68.39 to a high of \$69.32, 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.

4. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$70.05 to a high of \$71, 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.

5. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$71.21 to a high of

\$72.08, 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.

6. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$67.07 to a high of \$68.05, 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.

7. Shares are held by J. William Gurley's trust entity.

8. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$68.23 to a high of \$69.18, 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.

9. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$69.23 to a high of \$70.225, 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.

10. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on November 16, 2021. The actual sale prices ranged from a low of \$70.23 to a high of \$71.22, 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 16, 2021. The actual sale prices ranged from a low of \$71.23 to a high of \$72.08, 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.

/s/ An-Yen Hu, by power of
attorney for J. William Gurley. 11/18/2021

** 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.