

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

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>Institutional Venture Management XV, LLC</u> (Last) (First) (Middle) 300 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) 09/28/2021 | |
| | 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 | 09/28/2021 | | S | | 174,074 | D | \$50 | 8,486,973 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 926 | D | \$50 | 45,137 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 103,785 | D | \$52.66 ⁽³⁾ | 8,383,188 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 552 | D | \$52.66 ⁽³⁾ | 44,585 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 69,358 | D | \$53.4 ⁽⁴⁾ | 8,313,830 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 369 | D | \$53.4 ⁽⁴⁾ | 44,216 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 10,740 | D | \$54.07 ⁽⁵⁾ | 8,303,090 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 09/28/2021 | | S | | 57 | D | \$54.07 ⁽⁵⁾ | 44,159 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 09/28/2021 | | J ⁽⁶⁾ | | 949,441 | D | \$0.00 | 7,353,649 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 09/28/2021 | | J ⁽⁷⁾ | | 5,051 | D | \$0.00 | 39,108 | I | See footnote ⁽²⁾ |

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 | | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
Institutional Venture Management XV, LLC
 (Last) (First) (Middle)
 300 SAND HILL ROAD, BUILDING 2 SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Institutional Venture Partners XV, L.P.](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Chaffee Todd C](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Dash Somesh](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FOGELSONG NORMAN A](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING2,
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Harrick Stephen J](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Liaw Eric](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2

SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maltz Jules A.](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Miller J Sanford](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Phelps Dennis B](#)

(Last) (First) (Middle)

300 SAND HILL ROAD, BUILDING 2
SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. These shares are owned directly by Institutional Venture Partners XV, L.P. ("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 managing directors of IVM XV are Todd C. Chaffee, Somesh Dash, Norman A. Fogelsong, Stephen J. Harrick, Eric Liaw, Jules A. Maltz, J. Sanford Miller and Dennis B. Phelps, Jr. The reporting persons disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that any reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
2. 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 managing directors of IVM XV are Todd C. Chaffee, Somesh Dash, Norman A. Fogelsong, Stephen J. Harrick, Eric Liaw, Jules A. Maltz, J. Sanford Miller and Dennis B. Phelps, Jr. The reporting persons disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that any reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.99 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.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.99 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.40 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.
6. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by IVP XV LP to its general partner and limited partners without additional consideration. The general partner further distributed the shares received in this distribution to its members on a pro rata basis for no consideration.
7. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by IVP XV EF to its general partner and limited partners without additional consideration. The general partner further distributed the shares received in this distribution to its members on a pro rata basis for no consideration.

Remarks:

1 of 2: The number of joint filers exceeds the EDGAR maximum of 10 joint filers per Form. This Form 4 is being filed in conjunction with a Form 4 being filed by Institutional Venture Partners XV Executive Fund, L.P.

[/s/ Tracy Hogan, as Attorney-
in-Fact for Institutional
Venture Management XV,
LLC](#) 09/30/2021

[/s/ Tracy Hogan, as Attorney-
in-Fact for Institutional
Venture Partners XV, L.P.](#) 09/30/2021

[/s/ Tracy Hogan, as Attorney-
in-Fact for Todd C. Chaffee](#) 09/30/2021

[/s/ Tracy Hogan, as Attorney-
in-Fact for Todd C. Chaffee](#) 09/30/2021

in-Fact for Somesh Dash
/s/ Tracy Hogan, as Attorney-
in-Fact for Norman A. Fogelson 09/30/2021
/s/ Tracy Hogan, as Attorney-
in-Fact for Stephen J. Harrick 09/30/2021
/s/ Tracy Hogan, as Attorney-
in-Fact for Eric Liaw 09/30/2021
/s/ Tracy Hogan, as Attorney-
in-Fact for Jules A. Maltz 09/30/2021
/s/ Tracy Hogan, as Attorney-
in-Fact for J. Sanford Miller 09/30/2021
/s/ Tracy Hogan, as Attorney-
in-Fact for Dennis B. Phelps, 09/30/2021
Jr.

** 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.