## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| l | OMB Number:              | 2025 0007 |  |  |  |  |  |  |  |  |
|---|--------------------------|-----------|--|--|--|--|--|--|--|--|
|   |                          | 3235-0287 |  |  |  |  |  |  |  |  |
|   | Estimated average burden |           |  |  |  |  |  |  |  |  |
| l | hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

| 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 Add              | ress of Reporting Pe  | erson* | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Amplitude, Inc.</u> [ AMPL ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |                       |  |  |
|------------------------------|---|--------|---|---|---|-----------------------|--|--|
|                              | <u> </u>  |        |   | X   | Director  | 10% Owner             |  |  |
| 1                            | st) (First) (Middle)<br>O AMPLITUDE, INC.<br>1 THIRD ST., SUITE 200 |        | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/09/2022                        |   | Officer (give title<br>below)   | Other (specify below) |  |  |
| (Street)<br>SAN<br>FRANCISCO | СА  | 94103  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              | 6. Indi<br>Line)<br>X   | vidual or Joint/Group Fili<br>Form filed by One Re<br>Form filed by More th<br>Person | porting Person        |  |  |
| (City) (State) (Zip)         |   | (Zip)  |   |   |   |                       |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | Date       | if any | Transaction<br>Code (Instr. |   |          |               |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|------------|--------|-----------------------------|---|----------|---------------|--------|---|---|---|
|                                 |            |        | Code                        | v | Amount   | (A) or<br>(D) | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130. 4)   |
| Class A Common Stock            | 06/09/2022 |        | Α                           |   | 9,943(1) | A             | \$0.00 | 23,672 <sup>(2)</sup>   | D   |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

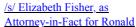
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  | ired<br>r<br>osed<br>)<br>r. 3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 4 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-----------------------------------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)                               | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

Explanation of Responses:

1. Pepresents restricted stock units ("RSUs") that were granted pursuant to the Issuer's Non-Employee Director Compensation Program (the "Program"). Each RSU represents a right to receive one share of Class A Common Stock. The RSUs will vest in full on the earlier of (i) June 9, 2023 or (ii) immediately before the Issuer's 2023 annual meeting of stockholders, subject to the reporting person's continued service on the Board through such vesting date.

2. Includes (i) 13,729 shares of Class A Common Stock received in a pro rata in-kind distribution exempt from reporting pursuant to Rule 16a-9, and (ii) 9,943 RSUs.

## **Remarks:**



Gill

06/10/2022

\*\* 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1