FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.S. 200

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

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

Name and Address of Reporting Person* Hu An-Yen ———————————————————————————————————					2. Issuer Name and Ticker or Trading Symbol Amplitude, Inc. [AMPL]							Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify				
(Last) (First) (Middle) C/O BENCHMARK 2965 WOODSIDE ROAD					3. Date of Earliest Transaction (Month/Day/Year) 08/08/2022							below)	ve uue		below)	pecity
(Street) WOODSIDE CA 94062					4. If A	mendment, Date o		Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person								
(City)	(Stat	e) (Z	Zip)													
			ble I - N			Securities Ac	quire	d, D							1-	
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		4. Securities A Disposed Of (I	rities Acquired (A) or ed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect Indirect B	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)	Price	Transaction((Instr. 3 and	(s) 4)			
Class A Con	nmon Stock			08/08/2	2022		C ⁽¹⁾		1,526,430	A	\$0	1,526,4	130	I		ee potnote ⁽²⁾
Class A Common Stock				08/08/2022			J ⁽³⁾		1,526,430	D	\$0	0		I		ee ootnote ⁽²⁾
Class A Con	nmon Stock			08/08/2	2022		J ⁽³⁾		88,151	A	\$0	276,90)4	I		ee ootnote ⁽⁴⁾
Class A Con	nmon Stock			08/08/2	2022		J ⁽³⁾		63,974	A	\$0	147,65	51	I		ee potnote ⁽⁵⁾
Class A Con	nmon Stock			08/09/2	2022		S		3,021	D	\$16.948(6)	144,63	30	I	fe	ee potnote ⁽⁵⁾
Class A Con	nmon Stock			08/09/2	2022		S		43	D	\$17.92	144,58	37	I		ee potnote ⁽⁵⁾
Class A Con	nmon Stock			08/08/2	2022		J ⁽³⁾		3,007	A	\$0	12,85	7	I	1 "	ee potnote ⁽⁷⁾
Class A Con	nmon Stock			08/08/2	2022		J ⁽³⁾		75,672	A	\$0	323,55	51	I		ee ootnote ⁽⁸⁾
Class A Con	nmon Stock			08/08/2	2022		J ⁽³⁾		6,014	A	\$0	6,014	1	I		ee ootnote ⁽⁹⁾
Class A Common Stock				08/08/2022			J ⁽³⁾		72,665	A	\$0	73,16	5	I		ee potnote ⁽¹⁰⁾
Class A Common Stock				08/08/2022			J ⁽³⁾		45,795	A	\$0	160,88	32	I		ee potnote ⁽¹¹⁾
Class A Con	nmon Stock			08/09/2	2022		S		3,275	D	\$16.948(6)	157,60	07	I		ee potnote ⁽¹¹⁾
Class A Common Stock				08/09/2022			S		47	D	\$17.92	.92 157,560		I		ee potnote ⁽¹¹⁾
Class A Common Stock				08/08/2022			J ⁽³⁾		531	A	\$0	771		I	fe	ee potnote ⁽¹²⁾
Class A Common Stock				08/08/2022			J ⁽³⁾		9,538 A \$0 9,538		3	I		ee potnote ⁽¹³⁾		
Class A Common Stock				08/08/2022			J ⁽³⁾		747	A	\$0	747		I fo		ee potnote ⁽¹⁴⁾
Class A Common Stock 08/09/2					2022		S		737	D	\$16.948(6)	10		I		ee potnote ⁽¹⁴⁾
Class A Common Stock 08/09/20							S		10	D	\$17.92	0		I		ee ootnote ⁽¹⁴⁾
			Table I	l - Deriv (e.g.,	ative S puts, o	Securities Acqualities, warrants	uired s, opti	, Dis	posed of, o	or Bene le secu	eficially Ov rities)	wned				
1. Title of Derivative Security (Instr. 3)	tive Conversion or Exercise (Month/Day/Year) Execution Date, or Exercise or Exercise Month/Day/Year) Frice of Derivative Code (Instr. & Securitii (Month/Day/Year) 8) Acquire or Dispo				str. Securities Acquired (A) or Disposed o (D) (Instr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year) of				7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Numb derivativ Securitie Benefici Owned Followin Reporter Transaci (Instr. 4)	ve es ially ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	

			Table II - Deri (e.g.	puts	, vcal	curiti IIs _{(A} y	es Acqu aprants,	eptions.	psed of Expiration	or Bene	THE STATE OF W	nea	
Class Bive CommonStock	2. Con(15)sion or Exercise Price of	3. Transaction Dat _{08/08/2022} (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Tronsa Code (ction (Instr.	Deri Sec	umber of V1,526,430 urities uired (A)	6. Date Exerc Expi(15)on Day/ (Month/Day/	isable and ate (15) Year)	Class All Common DiStock IV	nd Amount of s 11,526,430 e Security and 4)	8. Price of Derigntive Security (Instr. 5)	9. Number of de7,737,868 Securities Beneficially
. Name and A Hu An-Ye	Derivative d slecusity fRe	eporting Person*	(Month/Day real)			or D	isposed of Instr. 3, 4			(IIISII: J a		, unan. vy	Owned Following Reported Transaction(s
Last)		First)	(Middle)	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)
2965 WOOI		OAD											
Street) WOODSIDI	Е (CA	94062										
(City)	(State)	(Zip)										
. Name and A Cohler Ma		eporting Person*											
(Last) C/O BENCI 2965 WOOI	HMARK	First)	(Middle)										
(Street) WOODSIDI	Е (CA	94062										
(City)	(State)	(Zip)		_								
FENTON (Last) C/O BENCH	(HMARK	First)	(Middle)										
(Street)		CA	94062		_								
(City)	(State)	(Zip)		-								
. Name and A		eporting Person*											
(Last) C/O BENCI 2965 WOOI	HMARK	First)	(Middle)										
Street) WOODSIDI	Е (CA	94062										
(City)	(State)	(Zip)		_								
. Name and A		eporting Person*											
(Last) C/O BENCI 2965 WOOI	HMARK	First)	(Middle)										
Street) WOODSIDI	Ε (CA	94062		_								
(City)	(State)	(Zip)		-								
1. Name and A Puttagunta		eporting Person*											
(Last)		First)	(Middle)		_								

C/O BENCHMARK 2965 WOODSIDE ROAD

CA

(State)

94062

(Street)

(City)

WOODSIDE

See Nature See Indirect footnote (2) Ownership (Instr. 4)

1. Name and Address Tavel Sarah E	s of Reporting Person	•						
(Last) (First) (Middle) C/O BENCHMARK								
2965 WOODSIDE ROAD								
(Street) WOODSIDE	CA	94062						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. Conversion of a derivative security in accordance of its terms
- 2. Shares are held directly by Benchmark Capital Partners VIII, L.P. ("BCP VIII") for itself and as nominee for Benchmark Founders' Fund VIII, L.P. ("BFF VIII") and Benchmark Founders' Fund VIII, L.P. ("BCP VIII"), the general partner of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and dispositive power over the securities. Eric Vishria, a member of the Issuer's board of directors, Matthew R. Cohler, Peter H. Fenton, J. William Gurley, An-Yen Hu, Mitchell H. Lasky, Chetan Puttagunta and Sarah E. Tavel are the managing members of BCMC VIII, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- 3. Represents a pro-rata, in-kind distribution by BCP VIII and its affiliated funds, not for additional consideration, to its partners, including BCMC VIII and its respective members and assignees.
- 4. Shares are held by Matthew R. Cohler's trust entity.
- 5. Shares are held by Peter H. Fenton's trust entities.
- 6. Represents the weighted-average sale price per share of a series of transactions, all of which were executed on August 9, 2022. The actual sale prices ranged from a low of \$16.57 to a high of \$17.55, inclusive. Each 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 3 decimal points.
- 7. Shares are held by Mitchell H. Lasky's family partnership.
- 8. Shares are held by Mitchell H. Lasky's trust entity.
- 9. Shares are held by J. William Gurley's family partnerships.
- 10. Shares are held by J. William Gurley's trust entity
- 11. Shares are held by Sarah Tavel.
- 12. Shares held by An-Yen Hu's trust entity.
- 13. Shares held by Chetan Puttagunta.
- 14. Shares held by Chetan Puttagunta's trust entity.
- 15. 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).

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

/s/ An-Yen Hu, by power of attorney for Matthew R. Cohler	08/10/2022
/s/ An-Yen Hu, by power of attorney for Peter H. Fenton	08/10/2022
/s/ An-Yen Hu, by power of attorney for J. William Gurley	08/10/2022
/s/ An-Yen Hu	08/10/2022
s/ An-Yen Hu, by power of attorney for Mitchell H. Lasky	08/10/2022
s/ An-Yen Hu, by power of attorney for Chetan Puttagunta	08/10/2022
s/ An-Yen Hu, by power of attorney for Sarah E. Tavel	08/10/2022
** 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.