

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Agrawal Neeraj</u>  (Last) (First) (Middle) C/O AMPLITUDE, INC. 201 THIRD STREET, SUITE 200  (Street) SAN FRANCISCO CA 94103  (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) 11/18/2022	
		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	11/18/2022		C		81,206	A	\$0.00 <sup>(1)</sup>	190,579	I	By Battery Investment Partners XI, LLC <sup>(2)</sup>
Class A Common Stock	11/18/2022		C		1,752,173	A	\$0.00 <sup>(1)</sup>	4,112,110	I	By Battery Ventures XI-A, L.P. <sup>(3)</sup>
Class A Common Stock	11/18/2022		C		462,963	A	\$0.00 <sup>(1)</sup>	1,086,512	I	By Battery Ventures XI-B, L.P. <sup>(4)</sup>
Class A Common Stock	11/18/2022		C		1,820,400	A	\$0.00 <sup>(1)</sup>	4,272,229	I	By Battery Ventures XI-A Side Fund, L.P. <sup>(5)</sup>
Class A Common Stock	11/18/2022		C		394,758	A	\$0.00 <sup>(1)</sup>	926,395	I	By Battery Ventures XI-B Side Fund, L.P. <sup>(6)</sup>
Class A Common Stock	11/18/2022		C		35,713	A	\$0.00 <sup>(1)</sup>	35,713	I	By Battery Investment Partners Select Fund I, L.P. <sup>(7)</sup>
Class A Common Stock	11/18/2022		C		361,099	A	\$0.00 <sup>(1)</sup>	361,099	I	By Battery Ventures Select Fund I, L.P. <sup>(8)</sup>
Class A Common Stock								25,544 <sup>(9)(10)(11)</sup>	D <sup>(12)</sup>	
Class A Common Stock								8,742 <sup>(9)(10)(11)</sup>	I	By Trust <sup>(13)</sup>
Class A Common Stock								29,930 <sup>(9)(10)(11)</sup>	D <sup>(14)</sup>	
Class A Common Stock								3,192 <sup>(9)(10)(11)</sup>	I	By Trust <sup>(15)</sup>
Class A Common Stock								39,152 <sup>(9)(10)(11)</sup>	D <sup>(16)</sup>	
Class A Common Stock								68,574 <sup>(9)(10)(11)</sup>	I	By Trust <sup>(17)</sup>
Class A Common Stock								64,697 <sup>(9)(10)(11)</sup>	I	By Trust <sup>(18)</sup>

**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								39,152 <sup>(9)(10)(11)</sup>	I	By Trust <sup>(19)</sup>
Class A Common Stock								23,604 <sup>(9)(10)(11)</sup>	D <sup>(20)</sup>	
Class A Common Stock								31,930	D <sup>(21)</sup>	
Class A Common Stock								36,642	I	By Trust <sup>(22)</sup>

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(I)	11/18/2022		C			81,206	(23)	(23)	Class A Common Stock	81,206	\$0.00 <sup>(23)</sup>	0	I	By Battery Investment Partners XI, LLC <sup>(2)</sup>
Class B Common Stock	(I)	11/18/2022		C			1,752,173	(23)	(23)	Class A Common Stock	1,752,173	\$0.00 <sup>(23)</sup>	0	I	By Battery Ventures XI-A, L.P. <sup>(3)</sup>
Class B Common Stock	(I)	11/18/2022		C			462,963	(23)	(23)	Class A Common Stock	462,963	\$0.00 <sup>(23)</sup>	0	I	By Battery Ventures XI-B, L.P. <sup>(4)</sup>
Class B Common Stock	(I)	11/18/2022		C			1,820,400	(23)	(23)	Class A Common Stock	1,820,400	\$0.00 <sup>(23)</sup>	0	I	By Battery Ventures XI-A Side Fund, L.P. <sup>(5)</sup>
Class B Common Stock	(I)	11/18/2022		C			394,758	(23)	(23)	Class A Common Stock	394,758	\$0.00 <sup>(23)</sup>	0	I	By Battery Ventures XI-B Side Fund, L.P. <sup>(6)</sup>
Class B Common Stock	(I)	11/18/2022		C			35,713	(23)	(23)	Class A Common Stock	35,713	\$0.00 <sup>(23)</sup>	0	I	By Battery Investment Partners Select Fund I, L.P. <sup>(7)</sup>
Class B Common Stock	(I)	11/18/2022		C			361,099	(23)	(23)	Class A Common Stock	361,099	\$0.00 <sup>(23)</sup>	0	I	By Battery Ventures Select Fund I, L.P. <sup>(8)</sup>

1. Name and Address of Reporting Person\*

[Agrawal Neeraj](#)

(Last) (First) (Middle)

C/O AMPLITUDE, INC.  
201 THIRD STREET, SUITE 200

(Street)  
SAN FRANCISCO CA 94103

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BROWN MICHAEL MAURICE](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)  
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Feldman Jesse](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[FLEISCHER RUSSELL L](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Lee Roger H](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Stoner Chelsea R.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Thakker Dharmesh](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[TOBIN SCOTT R](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares of Class B common stock were converted on a one-for-one basis into Class A common stock.
2. Shares held by Battery Investment Partners XI, LLC ("BIP XI"). Battery Partners XI, LLC ("BP XI") is the managing member of BIP XI and may be deemed to beneficially own the shares held by BIP XI. Neeraj Agrawal, Michael Brown, Jesse Feldman, Russell Fleischer, Roger Lee, Chelsea Stoner, Dharmesh Thakker, and Scott Tobin (collectively the "BP XI Managing Members") are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BIP XI. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.
3. Shares held by Battery Ventures XI-A, L.P. ("BV XI-A"). BP XI is the general partner of BV XI-A and may be deemed to beneficially own the shares held by BV XI-A. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-A. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.
4. Shares held by Battery Ventures XI-B, L.P. ("BV XI-B"). BP XI is the general partner of BV XI-B and may be deemed to beneficially own the shares held by BV XI-B. The BP XI Managing Members are the managing members of BP XI and may be deemed to share voting and dispositive power over the securities held by BP XI-B. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.
5. Shares held by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF"). Battery Partners XI Side Fund, LLC ("BP XI SF") is the general partner of BV XI-A SF and may be deemed to beneficially own the shares held by BV XI-A SF. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-A SF. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.

6. Shares held by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF"). BP XI SF is the general partner of BV XI-B SF and may be deemed to beneficially own the shares held by BV XI-B SF. The BP XI Managing Members are the managing members of BP XI SF and may be deemed to share voting and dispositive power over the securities held by BP XI-B SF. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.

7. Shares held by Battery Investment Partners Select Fund I, L.P. ("BIP Select I"). Battery Partners Select Fund I GP, LLC ("BP Select I GP") is the general partner of BIP Select I and may be deemed to beneficially own the shares held by BP Select I. The BP XI Managing Members and Morad Elhafed (collectively, the "BP Select Managing Members") are the managing members of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BP Select I. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.

8. Shares held by Battery Ventures Select Fund I, L.P. ("BV Select I"). Battery Partners Select Fund I, L.P. ("BP Select I") is the general partner of BV Select I, BP Select I GP is the general partner of BP Select I and may be deemed to beneficially own the shares held by BV Select I. The BP Select Managing Members are the managing members of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BV Select I. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of his, her or its 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 of for any other purpose.

9. The shares held by the Reporting Person reflect the receipt of shares pursuant to a pro rata distribution in kind, effected by BIP XI to its members for no additional consideration, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.

10. The shares held by the Reporting Person include the receipt of shares pursuant to pro rata distributions in kind, effected by each of BV XI-A SF and BV XI-B SF to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of BV XI-A SF and BV XI-B SF, for no additional consideration to its members, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.

11. The shares held by the Reporting Person include the receipt of shares pursuant to pro rata distributions in kind, effected by each of BV XI-A and BV XI-B to its general partner and limited partners for no additional consideration, and the further pro rata distribution in kind by the general partner of BV XI-A and BV XI-B, for no additional consideration to its members, including the Reporting Person. The receipt of such shares by the Reporting Person constituted a change in form of ownership from indirect to direct, which was exempt from reporting pursuant to Rule 16a-13.

12. Shares are held by Michael M. Brown.

13. Shares are held by The Michael M. Brown Irrevocable GST Trust of 2013 (the "Brown Trust"), of which Michael M. Brown's spouse is the trustee. Mr. Brown disclaims beneficial ownership of the shares held by the Brown Trust except to the extent of his proportionate pecuniary interest therein.

14. Shares are held by Jesse Feldman.

15. Shares are held by The Jesse Feldman Irrevocable Trust of 2016 (the "Feldman Trust"), of which Jesse Feldman's spouse is the trustee. Mr. Feldman disclaims beneficial ownership of the shares held by the Feldman Trust except to the extent of his proportionate pecuniary interest therein.

16. Shares are held by Russell Fleischer.

17. Shares are held by The Roger and Clarissa Lee Irrevocable GST Trust (the "Lee Trust"), of which Roger Lee's brother is the trustee. Mr. Lee disclaims beneficial ownership of the shares held by the Lee Trust except to the extent of his proportionate pecuniary interest therein.

18. Shares are held by the Stoner Spiller Family Trust (the "Stoner Trust"), of which Chelsea R. Stoner is a trustee. Ms. Stoner disclaims beneficial ownership of the shares held by the Stoner Trust except to the extent of her proportionate pecuniary interest therein.

19. Shares are held by the STAM Family Revocable Living Trust (the "Thakker Trust"), of which Dharmesh Thakker is a trustee. Mr. Thakker disclaims beneficial ownership of the shares held by the Thakker Trust except to the extent of his proportionate pecuniary interest therein.

20. Shares are held by Scott R. Tobin.

21. Shares are held by Neeraj Agrawal.

22. Shares are held by the Neeraj Agrawal Irrevocable GST Trust (the "Agrawal Trust"), of which Mr. Agrawal's spouse is the trustee. Mr. Agrawal disclaims beneficial ownership of the securities held by the Agrawal Trust except to the extent of his proportionate pecuniary interest therein.

23. 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:

2 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 Battery Partners XI, LLC and other filing persons.

<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Neeraj Agrawal</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Michael M. Brown</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Jesse Feldman</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Russell L. Fleischer</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Roger H. Lee</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Chelsea Stoner</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Dharmesh Thakker</u></a>	<a href="#"><u>11/18/2022</u></a>
<a href="#"><u>/s/ Christopher Schiavo, as Attorney-in-Fact for Scott R. Tobin</u></a>	<a href="#"><u>11/18/2022</u></a>
** 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.