

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Agrawal Neeraj</u> _____ (Last) (First) (Middle) C/O AMPLITUDE, INC. 201 THIRD ST., SUITE 200 _____ (Street) SAN FRANCISCO CA 94103 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/21/2021	3. Issuer Name and Ticker or Trading Symbol <u>Amplitude, Inc. [ AMPL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	35,713	0.00	I	See footnotes <sup>(2)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	244,579	0.00	I	See footnotes <sup>(3)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	361,099	0.00	I	See footnotes <sup>(4)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	5,277,254	0.00	I	See footnotes <sup>(5)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	5,482,741	0.00	I	See footnotes <sup>(6)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	1,394,368	0.00	I	See footnotes <sup>(7)(9)</sup> (10)
Class B Common Stock	(1)	(1)	Class A Common Stock	1,188,883	0.00	I	See footnotes <sup>(8)(9)</sup> (10)

**Explanation of Responses:**

- 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).
- Shares held by Battery Investment Partners Select Fund I, L.P. ("BIP Select I").
- Shares held by Battery Investment Partners XI, LLC ("BIP XI").
- Shares held by Battery Ventures Select Fund I, L.P. ("BV Select I").
- Shares held by Battery Ventures XI-A, L.P. ("BV XI-A").
- Shares held by Battery Ventures XI-A Side Fund, L.P. ("BV XI-A SF").
- Shares held by Battery Ventures XI-B, L.P. ("BV XI-B").
- Shares held by Battery Ventures XI-B Side Fund, L.P. ("BV XI-B SF").
- The sole general partner of BV XI-A and BV XI-B is Battery Partners XI, LLC ("BP XI"). The sole general partner of BV XI-A SF and BV XI-B SF is Battery Partners XI Side Fund, LLC ("BP XI SF"). The sole managing member of BIP XI is BP XI. The sole general partner of BV Select I is Battery Partners Select Fund I, L.P., whose sole general partner

is Battery Partners Select Fund I GP, LLC ("BP Select I"). The general partner of BIP Select I is BP Select I. The investment adviser of BP XI, BP XI SF, and BP Select I is Battery Management Corp. (together with BP XI, BP XI SF, and BP Select I, the "Battery Companies").

10. The Reporting Person is a managing member of the Battery Companies and may be deemed to share voting and dispositive power over the securities held by each of the Battery Companies, as reported herein. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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 or for any other purpose.

**Remarks:**

Exhibit 24.1 - Power of Attorney

[/s/ Hoang Vuong, as  
Attorney-in-Fact for  
Neeraj Agrawal](#)                      [09/21/2021](#)

\*\* 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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) the Chief Executive Officer of Amplitude, Inc., a Delaware corporation (the "Company"), who is currently Spenser Skates, (ii) the Company's Chief Financial Officer, who is currently Hoang Vuong and (iii) the Company's General Counsel, who is currently Elizabeth Fisher, and their respective successors, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of August, 2021.

/s/ Neeraj Agrawal

