

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>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. 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) 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) Form filed by One Reporting Person <input checked="" 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	8,716,001	0.00	I	See footnote ⁽²⁾
Class B Common Stock	(1)	(1)	Class A Common Stock	46,354	0.00	I	See footnote ⁽³⁾

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

 (City) (State) (Zip)

(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)

(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)

(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:

- 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).
- These shares are owned directly by Institutional Venture Partners XV, L.P., 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.
- These shares are owned directly by Institutional Venture Partners XV Executive Fund, L.P., 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.

Remarks:

1 of 2: The number of joint filers exceeds the EDGAR maximum of 10 joint filers per Form. This Form 3 is being filed in conjunction with a Form 3 being filed by Institutional Venture Partners XV Executive Fund, L.P.

[Institutional Venture Management XV, LLC](#), [09/21/2021](#)
 By: [/s/ Tracy Hogan](#),
[Attorney-in-Fact](#)
[Institutional Venture Partners XV, L.P.](#), By:
[Institutional Venture Management XV, LLC](#), its [09/21/2021](#)
[general partner](#), By: [/s/ Eric Liaw](#),
[managing member](#)
[Todd C. Chaffee](#), By: [/s/ 09/21/2021](#)
[Tracy Hogan](#), [Attorney-in-](#)

Fact

Somesh Dash, By: /s/

Tracy Hogan, Attorney-in- 09/21/2021

Fact

Norman A. Fogelson, By:

/s/ Tracy Hogan, Attorney- 09/21/2021

in-Fact

Stephen J. Harrick, By: /s/

Tracy Hogan, Attorney-in- 09/21/2021

Fact

Eric Liaw, By: /s/ Tracy

09/21/2021

Hogan, Attorney-in-Fact

Jules A. Maltz, By: /s/

Tracy Hogan, Attorney-in- 09/21/2021

Fact

J. Sanford Miller, By: /s/

Tracy Hogan, Attorney-in- 09/21/2021

Fact

Dennis B. Phelps, Jr., By:

/s/ Tracy Hogan, Attorney- 09/21/2021

in-Fact

** 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.