

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Battery Partners XI, LLC</u> (Last) (First) (Middle) ONE MARINA PARK DRIVE, SUITE 1100 (Street) BOSTON MA 02210 (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) 11/11/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/11/2021		J ⁽¹⁾		27,000	D	\$0.00	46,373	I	See footnote ⁽²⁾
Class A Common Stock	11/11/2021		J ⁽³⁾		582,572	D	\$0.00	1,000,604	I	See footnote ⁽⁴⁾
Class A Common Stock	11/11/2021		J ⁽⁵⁾		605,256	D	\$0.00	1,039,566	I	See footnote ⁽⁶⁾
Class A Common Stock	11/11/2021		J ⁽⁷⁾		153,928	D	\$0.00	264,382	I	See footnote ⁽⁸⁾
Class A Common Stock	11/11/2021		J ⁽⁹⁾		131,244	D	\$0.00	225,420	I	See footnote ⁽¹⁰⁾
Class A Common Stock	11/11/2021		J ⁽¹¹⁾		151,049	A	\$0.00	151,049	I	See footnote ⁽¹²⁾
Class A Common Stock	11/11/2021		J ⁽¹³⁾		151,049	D	\$0.00	0	I	See footnote ⁽¹²⁾
Class A Common Stock	11/11/2021		J ⁽¹⁴⁾		151,049	A	\$0.00	151,049	I	See footnote ⁽¹⁵⁾
Class A Common Stock	11/11/2021		J ⁽¹⁶⁾		151,049	D	\$0.00	0	I	See footnote ⁽¹⁵⁾
Class A Common Stock	11/11/2021		J ⁽¹⁷⁾		25,546	A	\$0.00	25,546	D ⁽¹⁸⁾	
Class A Common Stock	11/11/2021		J ⁽¹⁷⁾		8,742	A	\$0.00	8,742	I	See footnote ⁽¹⁹⁾
Class A Common Stock	11/12/2021		S		25,546	D	\$73.35 ⁽²⁰⁾	0	D ⁽¹⁸⁾	
Class A Common Stock	11/12/2021		S		8,742	D	\$73.35 ⁽²⁰⁾	0	I	See footnote ⁽¹⁹⁾

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)					

1. Name and Address of Reporting Person*
Battery Partners XI, LLC

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Partners XI Side Fund, LLC

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Investment Partners XI, LLC

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Ventures XI-A Side Fund, L.P.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Ventures XI-A, L.P.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Ventures XI-B Side Fund, L.P.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)
BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Battery Ventures XI-B, L.P.

(Last) (First) (Middle)
ONE MARINA PARK DRIVE, SUITE 1100

(Street)

BOSTON MA 02210

(City) (State) (Zip)

Explanation of Responses:

1. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Investment Partners XI, LLC to its members without additional consideration.
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. BP XI's investment adviser is Battery Management Corp. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
3. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A, L.P. to its general partner and limited partners without additional consideration.
4. 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. BP XI's investment adviser is Battery Management Corp. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
5. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-A Side Fund, L.P. to its general partner and limited partners without additional consideration.
6. 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. BP XI SF's investment adviser is Battery Management Corp. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
7. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B, L.P. to its general partner and limited partners without additional consideration.
8. 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. BP XI's investment adviser is Battery Management Corp. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
9. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Battery Ventures XI-B Side Fund, L.P. to its general partner and limited partners without additional consideration.
10. 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. BP XI SF's investment adviser is Battery Management Corp. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
11. Represents receipt of shares in the distribution in kind described in footnotes (1), (3) and (7).
12. Shares held by BP XI. BP XI's investment adviser is Battery Management Corp. 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. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
13. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI to its members without consideration.
14. Represents receipt of shares in the distribution in kind described in footnotes (5) and (9).
15. Shares held by BP XI SF. BP XI SF's investment adviser is Battery Management Corp. 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. 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. Mr. Agrawal is a director of the Issuer and files separate Section 16 reports.
16. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by BP XI SF to its members without consideration.
17. Represents receipt of shares in the distribution in kind described in footnotes (13) and (16).
18. Shares are held by Michael M. Brown
19. Shares are held by The Michael M. Brown Irrevocable GST Trust of 2013 (the "Trust"), of which the Reporting Person's spouse is the trustee. Michael M. Brown disclaims beneficial ownership of the shares held by the Trust except to the extent of his proportionate pecuniary interest therein.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.31 to \$73.36 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

1 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 Management Corp. and other filing persons.

[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Partners XI, LLC](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Partners XI Side Fund, LLC](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Investment Partners XI, LLC](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Ventures XI-A Side Fund, L.P.](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Ventures XI-A, L.P.](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Ventures XI-B Side Fund, L.P.](#) [11/15/2021](#)
[/s/ Christopher Schiavo, as Attorney-in-Fact for Battery Ventures XI-B, L.P.](#) [11/15/2021](#)

** 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 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.