

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Grady Patrick W</u> <hr/> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101 <hr/> (Street) MENLO PARK CA 94025 <hr/> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2022	
	4. 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/18/2022		P		146,436	A	\$17.4936 ⁽²⁾	146,436	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		336,696	A	\$18.4952 ⁽³⁾	483,133	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		706,285	A	\$19.211 ⁽⁴⁾	1,189,418	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		394,499	A	\$20.1427 ⁽⁵⁾	1,583,917	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		6,310	A	\$17.4936 ⁽²⁾	6,310	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		14,509	A	\$18.4952 ⁽³⁾	20,819	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		30,436	A	\$19.211 ⁽⁴⁾	51,255	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾

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			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/18/2022		P		17,000	A	\$20.1427 ⁽⁵⁾	68,255	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		15,978	A	\$17.4936 ⁽²⁾	15,978	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		36,738	A	\$18.4952 ⁽³⁾	52,717	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		77,066	A	\$19.211 ⁽⁴⁾	129,782	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/18/2022		P		43,046	A	\$20.1427 ⁽⁵⁾	172,828	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		P		272,258	A	\$20.0108 ⁽⁶⁾	1,856,175	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		P		207,284	A	\$20.6755 ⁽⁷⁾	2,063,459	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		P		11,732	A	\$20.0108 ⁽⁶⁾	79,987	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾

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			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/22/2022		P		8,933	A	\$20.6755 ⁽⁷⁾	88,920	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		P		29,707	A	\$20.0108 ⁽⁶⁾	202,535	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/22/2022		P		22,618	A	\$20.6755 ⁽⁷⁾	225,153	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		P		158,102	A	\$20.5018 ⁽⁸⁾	2,221,562	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		P		3,515	A	\$21.0906 ⁽⁹⁾	2,225,077	I	Sequoia Capital U.S. Growth Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		P		6,814	A	\$20.5018 ⁽⁸⁾	95,734	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		P		151	A	\$21.0906 ⁽⁹⁾	95,885	I	Sequoia Capital U.S. Growth Partners Fund IX, L.P. ⁽¹⁾
Class A Common Stock	02/23/2022		P		17,251	A	\$20.5018 ⁽⁸⁾	242,404	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾

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			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/23/2022		P		384	A	\$21.0906 ⁽⁹⁾	242,788	I	Sequoia Capital U.S. Growth IX Principals Fund, L.P. ⁽¹⁾
Class A Common Stock								235,201	I	Sequoia Capital U.S. Venture 2010 - Seed Fund, L.P. ⁽¹⁾

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					

Explanation of Responses:

1. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., and (ii) the general partner of SC U.S. Growth IX Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IX, L.P., Sequoia Capital U.S. Growth Partners Fund IX, L.P., and Sequoia Capital U.S. Growth IX Principals Fund, L.P. The Reporting Person is a Director of SC US (TTGP), Ltd. 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 purposes.
2. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.7900 to \$17.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
3. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.7900 to \$18.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
4. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.7900 to \$19.7899. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
5. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.7900 to \$20.6900. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
6. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.3200 to \$20.3199. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
7. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.3200 to \$21.3100. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
8. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.0500 to \$21.0499. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.
9. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$21.0500 to \$21.1200. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, the full information regarding the number of shares purchased at each separate price within the ranges set forth above.

/s/ Jung Yeon Son, Attorney-in-Fact 02/23/2022

** 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.