

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>HOFFEN HOWARD I</u> (Last) (First) (Middle) <u>1177 AVENUE OF THE AMERICAS, FL 40</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Amplitude Healthcare Acquisition Corp [AMHCU]</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) <u>01/03/2020</u>	
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				

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
Class B Common Stock	(1)	01/03/2020		J(2)		375,000		(1)	(1)	Class A Common Stock	375,000	\$0.00	2,500,000	I	See Footnote (3)(4)

Explanation of Responses:

- As described in the issuer's registration statement on Form S-1 (File No. 333-234324) under the heading "Description of Securities--Founder Shares", the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination on a one-for-one basis, subject to certain adjustment described therein and have no expiration date.
- As contemplated in connection with the initial public offering of the issuer, 375,000 shares of Class B common stock were returned by Amplitude Healthcare Holdings LLC (the "Sponsor") to the issuer for no consideration and cancelled because the underwriters' over-allotment option was not exercised at all.
- These shares represent the Class B common stock of the issuer held by the Sponsor acquired pursuant to a subscription agreement by and between the Sponsor and the issuer. Mr. Hoffen, the Chairman of the issuer, is a partner of Metalmark Capital II LLC ("Metalmark"), which is the sole member Metalmark Capital Holdings LLC. The partners of Metalmark indirectly control Metalmark Capital Holdings LLC, which is the general partner of Metalmark Capital Partners III GP, L.P., the sole member of Metalmark Amplitude Healthcare Holdings LLC. Metalmark Amplitude Healthcare Holdings LLC is a managing member of the Sponsor and shares the voting and dispositive power of the securities held by the Sponsor.
- Accordingly, each of Mr. Hoffen, Metalmark Amplitude Healthcare Holdings LLC, Metalmark Capital Partners III GP, L.P., Metalmark Capital Holdings LLC and Metalmark Capital II LLC may be deemed to share beneficial ownership of such shares. Each of Mr. Hoffen, Metalmark Amplitude Healthcare Holdings LLC, Metalmark Capital Partners III GP, L.P., Metalmark Capital Holdings LLC and Metalmark Capital II LLC, disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

/s/ Howard I. Hoffen 01/07/2020

** 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.