FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

	Check this box if no longer subject
\neg	to Section 16. Form 4 or Form 5
_	obligations may continue. See
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Buonasera David</u>						2. Issuer Name and Ticker or Trading Symbol MAGNITE, INC. [MGNI]								all app Direc	olicable) etor	10% O		vner	
Last) (First) (Middle) C/O MAGNITE, INC.						3. Date of Earliest Transaction (Month/Day/Year) 07/03/2023								belov	v) ``	be	Other (spe below) ogy Officer		
1250 BROADWAY, 15TH FLOOR						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YORK NY 10001													X	X Form filed by One Reporting Person Form filed by More than One Reporting Person					
?)	Rule 10b5-1(c) Transaction Indication																		
		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																	
	Table	I - No	n-Deriva	tive S	ecur	rities	Acq	uired,	Dis	posed of	, or E	Benefic	cially	/ Owr	ned				
Date					Execu	cution Date, y						3, 4 and Se Be		ties cially I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) (D)	or Price	Transa		action(s)				
Common Stock 07/03/2								S ⁽¹⁾		6,624	Г	\$13	3.43 215,338		.5,338	D			
	Tak	ole II -												Owne	ed				
2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D)		rative rities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			Amou or Numb		Derivative Security (Instr. 5)		derivative Securities Beneficiall Owned Following Reported	Owner Form: Direct or Indi (I) (Ins	(D) rect	11. Nature of Indirec Beneficia Ownershi (Instr. 4)				
	(F. GNITE, III ROADWAY ORK N (S Security (In I Stock	(First) (Inc.) (GNITE, INC.) (GOADWAY, 15TH FLOOR) ORK NY 1 (State) (Coast of the coast of the	(First) (Middle) (GNITE, INC. ROADWAY, 15TH FLOOR ORK NY 10001 (State) (Zip) Table I - No Security (Instr. 3) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Or Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) GNITE, INC. ROADWAY, 15TH FLOOR Table I - Non-Derivation (State) (Zip) Table I - Non-Derivation (Month/Day) Security (Instr. 3) 2. Transact Date (Month/Day) Table II - Derivative (e.g., pu 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Security (Middle) (All Conversion Date (Month/Day/Year)	(First) (Middle) (GNITE, INC. ROADWAY, 15TH FLOOR Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) 2. 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Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Obsposed of (D) Derivative Securities Acquired (A) or Obsposed of (D) (Instr. 3, 4	MAGNITE, INC. [MC	MAGNITE, INC. [MGNI	MAGNITE, INC. [MGNI]	MAGNITE, INC. [MGNI] 3. Date of Earliest Transaction (Month/Day/Year) 07/03/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) 07/03/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) 07/03/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) 07/03/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) 07/03/2023 5. Transaction Vasariant value defense conditions of Rule 10b5-1(C) 07/03/2023 3. Transaction Vasariant value defense conditions of Rule 10b5-1(C) 07/03/2023 3. Transaction Vasariant value	MAGNITE, INC. MGNI	MAGNITE, INC. [MGNI] (First) (Middle) GNITE, INC. COADWAY, 15TH FLOOR (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a conton satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Stock O7/03/2023 Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. 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MGNI Check all applicable) Director X Officer (give title below) Chief Techn O7/03/2023 Chief Tec	MAGNITE, INC. MGNI G(Check all applicable) Director 10 Officer (give title Director Officer (give title Officer (give title Director Officer (give title	MAGNITE, INC. [MGNI] C(Check all applicable) Director 10% Owned Officer (give title below) Chief Technology Officer Non-Derivative Code (Instr. 3) Code (Instr. 4) Code (I	

Explanation of Responses:

1. Represents the non-discretionary sale of shares on behalf of the Reporting Person pursuant to an arrangement mandated by the Issuer to cover the tax withholding obligations associated with the vesting of restricted stock units.

Remarks:

/s/ Aaron Saltz, attorney-in-fact

07/06/2023

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** 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.