FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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	Check this box if no longer subjec
٦	to Section 16. Form 4 or Form 5
J	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

							( , .				inparty Act t								
Name and Address of Reporting Person*     PEARSON DAVID T.					2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGNITE, INC. [ MGNI ]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
TEMOORY DIVID 1.											/D /V )			-	X Director				- 1
(Last)	(F	rst) (N	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2023										Officer (give title elow)		Other (s below)	specify			
C/O MA	4. If Ar	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable									
1250 BROADWAY, 15TH FLOOR					4 and the state of original rinea (worth bay) real)								Line)	Line)					
															X Form filed by One Reporting Person				
(Street)  NEW YO	reet) EW YORK NY 10001												Form filed by More than One Rep Person						
						Rule 10b5-1(c) Transaction Indication													
(City)	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.																		
Sausiy the animilative defense conditions of rule 1003-1(v). See Instituction 10.																			
		Table	l - No	n-Deriva	tive Se	ecur	rities	Acc	uired,	Dis	posed of	f, or	Bene	eficial	ly Owr	ned			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/				Execution D			n Date, Transaction Code (Instr						A) or s, 4 and	Securi Benefi Owned Follow	cially I ring	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or P	Price		ted action(s) 3 and 4)			
Common Stock 06/14/20						023			A		13,743(1)	I	1 \$	50.00 <sup>(2)</sup>	62,654		Г	)	
	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)	ve Conversion Date Execution Date, or Exercise (Month/Day/Year) if any			4. Transaction Code (Instr. 8)			vative crities cired r osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4		De Se (Ir	Price of erivative ecurity istr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y Ow Fo Dir or (I)	wnership orm: rect (D) Indirect (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amo or Num of Shar	ber					

## Explanation of Responses:

- 1. Represents restricted stock units that vest in full on the earliest of (i) June 14, 2024, (ii) the date of the 2024 annual meeting of the Issuer's stockholders, or (iii) a change of control of the Issuer.
- 2. Granted as compensation for services.

## Remarks:

/s/ Aaron Saltz, attorney-infact 06/16/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.