

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>BARRETT MICHAEL G.</u>  (Last) (First) (Middle) <u>C/O MAGNITE, INC.</u> <u>6080 CENTER DRIVE, 4TH FLOOR</u>  (Street) <u>LOS ANGELES CA 90045</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAGNITE, INC. [ MGNI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/26/2021</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				
Common Stock	08/26/2021		A		136,939 <sup>(1)</sup>	A	\$0.00	1,479,368	D		

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
Performance Stock Units	(2)	08/26/2021		A		379,635		(3)	(3)	Common Stock	379,635	\$0.00 <sup>(4)</sup>	379,635	D	

Explanation of Responses:

- Represents restricted stock units that vest as to 1/3 on each of August 15, 2023, August 15, 2024 and August 15, 2025, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
- Each performance stock unit ("PSU") represents a contingent right to receive on vesting one share of the Issuer's common stock.
- The PSUs are subject to both performance-based and time-based vesting requirements. The performance-based requirement for 1/3 of the units will be satisfied if the Issuer achieves share price targets of \$60, \$80 and \$100 over 60 consecutive trading days during a performance period commencing on Aug. 26, 2022 and ending on Aug. 26, 2026, or on such earlier date as the Reporting Person is no longer serving as the Issuer's CEO or Executive Chairman of the Board of Directors. To the extent any of the performance-based requirements are met, the Reporting Person must also provide continued service to the Issuer through at least Aug. 26, 2024 to receive any shares of common stock underlying the PSUs and through Aug. 26, 2026 to receive all of the shares of common stock underlying the PSUs that have satisfied the applicable performance-based requirements. The grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
- Equity grant under the Issuer's 2014 Equity Incentive Plan.

Remarks:

/s/ Aaron Saltz, attorney-in-fact 08/30/2021

\*\* 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.