FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject

OMB APPROVAL								
OMB Number: 3235-0287								
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court	Name and Address of Reporting Person*     Soroca Adam Lee				2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGNITE, INC. [ MGNI ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
GNITE, IN	rst) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021								v Offic	Officer (give title below)		Other ( below)	specify		
(Street) NEW YORK NY 10001 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person							
	Table	I - No	on-Deriva	tive S	Secui	rities Ad	quir	ed, D	)is	posed of,	, or Be	enefici	ially Ow	ned				
Date			Execution /Year) if any		xecution Date, any		3. Transaction Code (Instr. 8)		s Acquired (A) of (D) (Instr. 3, 4		d 5) Secu Bene Owne	rities ficially d Following	For (D)	m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	e V		Amount	(A) or (D)	Price	Trans	Transaction(s) (Instr. 3 and 4)			(111501.4)	
Common Stock 12/15/20			021		S <sup>(1)</sup>	)		5,000	D	\$17.1	.1 <sup>(2)</sup> 2	294,769		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Execusecurity or Exercise (Month/Day/Year) if any		ition Date,	Code (Instr. Derivative		Exp (Mo	6. Date Exercisable and Expiration Date (Month/Day/Year)			3 and 4) `			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
Common Stock   Security (Instr. 3)   Secur					GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, cif any (Month/Day/Year)  2. Transaction Date (Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Conversion or Exercise Price of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Code (Month/Day/Year)	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Security (Instr. 3)  Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, very composite of Date (Month/Day/Year)  Stock  12/15/2021  Table II - Derivative Security (e.g., puts, calls, very calls, very code (Instr. 8)	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Accompanies (Month/Day/Year)  Stock  Table II - Derivative Securities Accompanies (Month/Day/Year)  Table II - Derivative Securities Accompanies (Month/Day/Year)  Table II - Derivative Securities Accompanies (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Accompanies (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Transaction Code (Instr. 8)  5. Number Of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (A) or Disposed of (D) (I	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquires (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, opinate (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, opinate (Month/Day/Year)  2. Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, opinate (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Julian)  5. Number of Orion (Month/Day/Year)  6. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Part of Exercise Price of Derivative Securities Acquired (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, District (e.g., puts, calls, warrants, options  3. Transaction Date (e.g., puts, calls, warrants, options)  2. Conversion of Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Discurity (Month/Day/Year)  Table II - Derivative Securities Acquired, Discurity (Month/Day/Year)  Table II - Derivative Securities Acquired, Discurity (e.g., puts, calls, warrants, options, or Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  5. Number of Original File (Month/Day/Year)  5. Number of Original File (Month/Day/Year)  6. Date Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)	GNITE, INC.  OADWAY, 15TH FLOOR  4. If Amendment, Date of Original Filed (Month/Day)  Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed Of Ocode (Instr. 8)  Table II - Derivative Securities Acquired, Disposed Of Ocode (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Ocode (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Ocode (Instr. 8)  3. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of Ocode (Instr. 8)  3. Transaction Date (Month/Day/Year)  Securities Acquired (Disposed of Ocode (Instr. 8)  5. Number Orivative Securities Acquired (Month/Day/Year)  Securities Acquired (Month/Day/Year)	12/15/2021   12/	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficianly (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) if any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficianly (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year)  5. Number of Derivative Securities Acquired, Disposed of, or Benefician (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Month/Day/Year)  7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Number of Derivative Securities Acquired (Month/Day/Year)  8. Number of Derivative Securities Acquired (Month/Day/Year)  9. Number of Derivative Securities Acquired (Month/Day/Year)  1. Amount of Securities Acquired (Month/Day/Year)  1. Amount of Securities Acquired (Month/Day/Year)  1. Title and Amount of Securities Acquired (Month/Day/Year)  1. Amount of Securities Acquired (Month/Day/Year)  2. Amount of Securities Acquired (Month/Day/Year)  1. Amount of Securities Acquired (Month/Day/Year)  2. Amount of Securities Acquired (Month/Day/Year)  2. Amount of Securities Acquired (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Amount of Securities Acquired (Month/Day/Year)  4.	(First) (Middle) GNITE, INC.  OADWAY, 15TH FLOOR  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Code (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Code v Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  7. Transaction (Month/Day/Year)  8. Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Sumber of Disposed Of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (A) or Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Securities Acquired (A) or Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year)  4. Securities Acquired (D) (Instr., 3, 4 and 5)  6. Individual (Month/Day/Year)  8. Securities Acquired (Month/Day/Year)  9. Securities Acquired (Month/Day/Y	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  12/15/2021  Stock  13. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Y	GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form filed by More the Person  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  12/15/2021  Stock  13/15/2021  Stock  13/15/2021  Stock  13/15/2021  Stock  13/15/	(First) (Middle) Source (First) (Middle) (First) (Middle)	

## **Explanation of Responses:**

- 1. These sales were made pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on September 10, 2021.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.24, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Date Exercisable

## Remarks:

/s/ Aaron Saltz, attorney-in-

of Shares

Title

fact

Expiration Date

\*\* Signature of Reporting Person Date

12/17/2021

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.