FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

tion 1(b).			Filed									1934			<u> </u>	<u>·                                     </u>		
1. Name and Address of Reporting Person* <u>Day David</u>				2. Issuer Name and Ticker or Trading Symbol MAGNITE, INC. [ MGNI ]								Check a	all applicable) Director		10% O		Owner	
GNITE, IN	C.	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022									X	X Officer (give title below) below)  Chief Financial Officer				
OADWAY,	15TH FLOOR			4. If A	mendi	ment, I	Date of	f Origina	l Filed	I (Month/Da	y/Year)	6	. Individ	dual or	Joint/Grou	p Filir	ng (Check A	Applicable
												L	-,	Form	filed by Mo		•	
(St																		
	Table	I - Nor	า-Deriva	tive S	Secui	rities	Acq	uired,	Dis	osed of	or Be	nefic	ially (	Own	ed			
[1			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed C Code (Instr. 5)				and S	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)		,  т	ransaction(s)				(Instr. 4)
Stock			08/15/	2022	:022					5,806	D	\$9	9.8 36		67,351		D	
	Tal													wned	t			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	on Date,		ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Ins 3 and 4)  Amou		Deriv Secu	ative rity	derivative Securities Beneficiall Owned Following Reported	у	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)		
	(Find Address of Avid (Find GNITE, IN OADWAY,	(First) (First	(First) (Middle)  (GNITE, INC. OADWAY, 15TH FLOOR  ORK NY 10001  (State) (Zip)  Table I - Note of Conversion or Exercise Price of Derivative  3. Transaction Date (Month/Day/Year) [Month/Day/Year]  (Month/Day/Year) [Month/Day/Year]	(First) (Middle)  GNITE, INC. OADWAY, 15TH FLOOR  ORK NY 10001  (State) (Zip)  Table I - Non-Derivation (Month/Date (Month/Day/Year)  Stock  1. Transaction (Page 19 of Date (Month/Day/Year)  Table II - Derivation (Month/Day/Year)	or Se  avid  (First) (Middle)  GNITE, INC. OADWAY, 15TH FLOOR  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Se (e.g., puts, car of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A. If A. Deemed Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)	or Section 3  avid  (First) (Middle)  GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Security (Instr. 3)  Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  A. Transaction Code (Instr. 8)	or Section 30(h) or Address of Reporting Person*  avid  (First) (Middle)  GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities A. Dermed Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities A. Dermed Execution Date (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warra  2. Conversion or Exercise Price of Derivative Security  Security  3. Date of Earliest 08/15/2022  4. If Amendment, I. Date of Earliest OB/15/2022  A. Deemed Execution Date (if any (Month/Day/Year))  Conversion or Exercise Price of Derivative Security  3. Date of Earliest OB/15/2022  4. If Amendment, I. Date of Earliest OB/15/2022  A. Deemed Execution Date (Instr. B)  Conversion of Exercise Price of Derivative Securities A. Dermed Execution Date (Instr. B)  Conversion of Date (Instr. B)	or Section 30(h) of the ind Address of Reporting Person*  avid  (First) (Middle)  GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired (e.g., puts, calls, warrants, and Execution Date, (month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  4. Transaction Of (Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	or Section 30(h) of the investmer avid  (First) (Middle)  (First) (Middle)  (GNITE, INC. OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, option  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (rany (Month/Day/Year)  (Month/Day/Year)  5. Number of Exercise Acquired, Date (Instr. and Securities Acquired, Derivative Securities Acquired, Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	or Section 30(h) of the Investment Condition Address of Reporting Person and Address of Report Person and Address of Reporting Person and Address of Report Person an	or Section 30(h) of the investment Company Act of a diddress of Reporting Person*  avid  (First) (Middle)  (GNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertible (e.g., puts, calls, warrants, options, convertible (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible (Month/Day/Year) (Month/Day/Year)  4. Stock  Table II - Derivative Securities Acquired, Disposed of (Code (Instr. (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (P. II) (Month/Day/Year)  Code (Instr. 3, 4 and 5)  4. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	or Section 30(h) of the investment Company Act of 1940  and Address of Reporting Person*  Avid  (First) (Middle)  (First) (Middle)  (SNITE, INC.  OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beautiff any (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. 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OADWAY, 15TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Exaction (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, if any (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Mont	or Section 30(h) of the investment Company Act of 1940  avid  (First) (Middle) (Sate) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Stock 08/15/2022 Ft1) 5,806 D \$9.8  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Code v Amount (A) or Beneficially (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (Ce.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Transaction 2A Deemed Execution Date, (Month/Day/Year) (Month/Day/Year)  (Stock 08/15/2022 Ft1) 5,806 D \$9.8  Table II - Derivative Securities Acquired, Disposed of, or Beneficially O (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Annount of Security (Instr. 3) and 4)  Annount or Exercise Derivative Security (Instr. 3) and 4)  Annount or Date (Month/Day/Year)	Address of Reporting Person and Person and Address of Reporting Person and Pers	or Section 30(h) of the Investment Company Act of 1940  2. Issuer Name and Ticker or Trading Symbol MAGNITE, INC. [MGNI]  3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022  4. If Amendment, Date of Original Filed (Month/Day/Year) 08/15/2022  5. Relationship of Reporting Check all applicables) Director X Officer (give title below) Chief Fina  6. Individual or Joint/Grou Line) X Form filed by Month Day/Year  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Conversion Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction of Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Month/Day/Year)  Amount or Derivative Securities Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4)  3. Transaction Date Securities Acquired, Disposed of, or Beneficially Owned Following Security (Instr. 3 and 4)  5. Number of Securities Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4)  6. Individual or Joint/Group Association Date (Instr. 5)  8. Stock  8. St	Address of Reporting Person' Address of Reporting Person' Address of Reporting Person' Address of Reporting Person' AGNITE, INC.  (First) (Middle) (GNITE, INC.  OADWAY, 15TH FLOOR  A. If Amendment, Date of Original Filled (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Security (Instr. 3)  2. Transaction (Month/Day/Year) (Month/Day/Year)  Amount of Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  3. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  3. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Securiti	Address of Reporting Person' avid    Content of the Investment Company Act of 1940

## **Explanation of Responses:**

1. Represents the non-discretionary forfeiture 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-infact

08/17/2022

\*\* 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.