FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

	Check this box if no longer subject
$\Box$	to Section 16. Form 4 or Form 5
$\cup$	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 $^{\star}$ $\underline{TROE\ LISA\ L}$					2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGNITE, INC. [ MGNI ]									Check	ationship of Reporting Person(s) to Issuer k all applicable)					
														X	Direc	ctor		10% O	vner	
(Last)	(F	irst) (1	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/08/2023									Office	er (give title v)		Other (s	specify	
C/O MAGNITE, INC.					4 If Δι	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
1250 BROADWAY, 15TH FLOOR				4. II Amendment, Date of Original Filed (Month/Day/Year)									Line)							
1250 BROND WITT, 15TH I BOOK														X Form filed by One Reporting Person						
(Street) NEW YORK NY 10001														Form Pers	n filed by Mo on	re tha	an One Rep	orting		
			0001		D. I	- 11	\	4 ( - )	·		- 4.1 I I		I .							
-					Rule 10b5-1(c) Transaction Indication															
(City)	(S	tate) (2	Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended														tondod	
					X to	satis	fy the a	ıffirma	tive defer	nse co	nditions of Ru	ile 10b5	-1(c). See	Instru	ction 10		iilleii p	nan macis in	teriueu	
					<u> </u>															
		Table	I - No	on-Deriva	tive S	ecui	rities	Aco	quired	, Dis	sposed of	f, or E	Benefic	ially	/ Owr	ned				
1. Title of Security (Instr. 3)  2. Transactio Date (Month/Day/N				Executi Year) if any		tion Date,		3. Transaction Code (Instr. 9)  4. Securities Disposed Of 5)					r. 3, 4 and Secur Benef Owne Follow		icially	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				"	(Month/Day/Year)			8)				Following								
									Code	v	Amount	(A) or (D)	Price		Transa	oorted nsaction(s) etr. 3 and 4)				
Common Stock 06/08/20					)23				S <sup>(1)</sup>		5,771	D	\$13.1	4 <sup>(2)</sup> 114,218		14,218		D		
		Tah	ا ماد	- Derivativ	ve Sec	·urit	ies <i>L</i>	) Cui	iired I	Dier	nsed of	or Re	neficia	ally	Owne	rd				
		Ida	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,								convertib				OVVIIC	.u				
1. Title of	2.	3. Transaction	3A. E	(e.g., pu	ts, cai	is, v	varra	ınts,	· ·		converting	7. Titl		ŕ	rice of	9. Number	of :	10.	11. Nature	
Derivative Security (Instr. 3)	rivative Conversion Date Execution Date curity or Exercise (Month/Day/Year) if any			у	Transaction Code (Instr. 8)		Number		Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. 3 and 4		Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4)	Owner Form: Direct or Indi (I) (Ins	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares							

## Explanation of Responses:

- 1. These sales were made pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on December 15, 2022.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.99 to \$13.31, 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.

## Remarks:

/s/ Aaron Saltz, attorney-infact 06/12/2023

\*\* 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.