

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): August 28, 2023

PubMatic, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-39748

(Commission File Number)

20-5863224

(I.R.S. Employer Identification Number)

N/A

(Address of Principal Executive Offices) (Zip Code)

N/A

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	PUBM	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Resignation

On August 28, 2023, Cathleen Black notified PubMatic, Inc. (the “**Company**”) of her decision to resign from the Company’s Board of Directors (the “**Board**”), including from the Compensation Committee of the Board (the “**Compensation Committee**”) and from the Audit Committee of the Board (the “**Audit Committee**”), effective August 30, 2023. Ms. Black’s decision was not the result of any disagreement with the Company on any matter relating to its operations, policies or practices.

Appointment of Directors

On August 30, 2023, upon the recommendation of the Nominating and Governance Committee of the Board, the Board approved the appointment of Anton Hanebrink (“**Mr. Hanebrink**”) and Nikhil “Nick” Mehta (“**Mr. Mehta**”) and together with Mr. Hanebrink, the “**Appointed Directors**”) to the Board effective immediately, to serve until their respective successors are duly elected and qualified, or until death, resignation or removal. Each of the Appointed Directors will serve terms that will expire at the Company’s 2024 Annual Meeting of Stockholders. Additionally, the Board approved the appointment of Mr. Hanebrink to the Audit Committee and Mr. Mehta to the Compensation Committee effective immediately.

There are no arrangements or understandings between any of the Appointed Directors and any other persons pursuant to which any of the Appointed Directors were named as directors. None of the Appointed Directors are parties to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Each of the Appointed Director’s compensation shall be consistent with the Company’s policy for non-employee directors, the components of which were disclosed in the Company’s Proxy Statement for its 2023 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 21, 2023, in the section titled “Non-Employee Director Compensation.”

In connection with their appointment to the Board, each of the Appointed Directors will execute the Company’s standard form of indemnification agreement for directors, the form of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed on November 13, 2020.

Item 8.01 Other Events.

On August 30, 2023, the Company issued a press release announcing Ms. Black’s resignation from, and Mr. Hanebrink and Mr. Mehta’s appointments to, the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated August 30, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 30, 2023

PUBMATIC, INC.

By: /s/ Steve Pantelick
Steve Pantelick
Chief Financial Officer

PubMatic Announces Appointment of Two New Independent Directors

Anton Hanebrink and Nick Mehta Join the Company's Board of Directors

NO-HEADQUARTERS/REDWOOD CITY, Calif., August 30, 2023 (GLOBE NEWSWIRE) – PubMatic, Inc. (Nasdaq: PUBM), an independent technology company delivering digital advertising's supply chain of the future, today announced two new appointments to the company's board of directors, Anton Hanebrink, Executive Vice President, Chief Corporate Strategy & Development Officer of Intuit Inc., and Nick Mehta, Chief Executive Officer of Gainsight, Inc.

In addition, Cathie Black has decided to retire from the company's board of directors, effective on August 30, 2023. PubMatic is deeply grateful to Ms. Black for her years of service and wish her well in her retirement.

"We are excited to welcome Anton and Nick to the PubMatic Board of Directors," said Amar Goel, Founder, Chairman and Chief Innovation Officer at PubMatic. "They each bring valuable experience that will enhance and further diversify the skills on the board and deliver value to PubMatic, our clients, and our shareholders."

"I'm energized by the incredible opportunities to accelerate profitable growth for PubMatic," said Anton Hanebrink, Executive Vice President, Chief Corporate Strategy & Development Officer at Intuit. "I'm honored to partner with this board and executive team to help achieve the company's strategic vision and drive growth in the digital advertising space."

"I am honored to join the PubMatic Board," said Nick Mehta, CEO at Gainsight. "The future of SaaS is undeniably centered around digital and scalable solutions, and PubMatic has been an unwavering leader for many years. I'm so excited to collaborate with the talented members of this board and executive team, who champion the customer's voice and are trailblazing the path ahead."

"I would also like to express my sincere gratitude to Cathie Black for more than nine years of service on our board of directors," continued Goel. "Her expertise in the world of publishing and advertising has been instrumental in our growth from a small private company, through our IPO, and into one of the leading independent advertising technology companies we are today."

"I have so enjoyed seeing this company grow in many remarkable ways to include going public in 2020, and I wish the management and team only the best," said Black.



About Anton Hanebrink:

Anton Hanebrink has served as the Executive Vice President, Chief Corporate Strategy & Development Officer at Intuit Inc., the global financial technology platform that makes [Intuit TurboTax](#), [Credit Karma](#), [QuickBooks](#), and [Mailchimp](#), since November 2016. He previously served in senior corporate strategy and development roles at Square (now known as Block, Inc.), a financial services and mobile payment technology company, from October 2014 to November 2016, and at Intuit serving as its Vice President of Corporate Strategy & Development from January 2011 to October 2014.

Mr. Hanebrink holds a Bachelor of Science in Business Administration from Washington University in St. Louis and a Master's in Business Administration from The Wharton School at the University of Pennsylvania.



About Nick Mehta:

Nick Mehta currently serves as the Chief Executive Officer of Gainsight, Inc., a software-as-a-service company, which he joined in February 2013. He previously served in senior roles at Accel Partners, a venture capital firm, including serving as an Executive-in-Residence from May 2012 to February 2013, and LiveOffice, a software company, serving as its Chief Executive Officer prior to its acquisition by Symantec from May 2008 to May 2012. Mr. Mehta also currently serves on the board of directors of F5 Networks, Inc., since January 2019, and Lead Edge Growth Opportunities, Ltd., since March 2021.

Mr. Mehta holds a Bachelor of Arts in Biochemistry and a Master of Science in Computer Science from Harvard University.

About PubMatic:

PubMatic (Nasdaq: PUBM) is an independent technology company maximizing customer value by delivering digital advertising's supply chain of the future. PubMatic's sell-side platform empowers the world's leading digital content creators across the open internet to control access to their inventory and increase monetization by enabling marketers to drive return on investment and reach addressable audiences across ad formats and devices. Since 2006, our infrastructure-driven approach has allowed for the efficient processing and utilization of data in real-time. By delivering scalable and flexible programmatic innovation, we improve outcomes for our customers while championing a vibrant and transparent digital advertising supply chain.

Press Contact:

Broadsheet Communications for PubMatic
pubmaticteam@broadsheetcomms.com
(917) 826-1103