SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)*

PubMatic, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

74467Q103
(CUSIP Number)

December 31, 2021
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
<table>
<thead>
<tr>
<th></th>
<th>NAME OF REPORTING PERSON</th>
<th>Nexus India Capital I, L.P.</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</td>
<td>(a) ☐ (b) ☒</td>
</tr>
<tr>
<td>4</td>
<td>CITIZENSHIP OR PLACE OF ORGANIZATION</td>
<td>Cayman Islands</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>SOLE VOTING POWER</td>
<td>0 shares.</td>
<td></td>
</tr>
<tr>
<td>SHARED VOTING POWER</td>
<td>0 shares.</td>
<td></td>
</tr>
<tr>
<td>SOLE DISPOSITIVE POWER</td>
<td>0 shares.</td>
<td></td>
</tr>
<tr>
<td>SHARED DISPOSITIVE POWER</td>
<td>0 shares.</td>
<td></td>
</tr>
</tbody>
</table>

| AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 0 shares. |

| CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | ☐ |

| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0% |

| TYPE OF REPORTING PERSON | FI |
ITEM 1 (A). NAME OF ISSUER
PubMatic, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES
3 Lagoon Drive, Suite 180
Redwood City, CA 94065

ITEM 2(A). NAME OF PERSONS FILING
This Statement is filed by Nexus India Capital I, L.P. (the “Reporting Person”).

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE
The address for the Reporting Person is:
3000 Sand Hill Road, Bldg. 1, #260
Menlo Park, CA 94025

ITEM 2(C). CITIZENSHIP
Cayman Islands

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER
Class A Common Stock
CUSIP # 74467Q103

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP
The following information with respect to the ownership of the Class A Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2021.
(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:
See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:
See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of 5 percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable.

ITEM 10. CERTIFICATION
Not applicable.
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

NEXUS INDIA CAPITAL I, L.P.

By: Nexus India Management II, L.P.
Its: General Partner

By: Nexus Venture Management Holdings, LLC
Its: General Partner

By: /s/ Jishnu Bhattacharjee
    Jishnu Bhattacharjee
    Its: Managing Member