

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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* <u>Helion Venture Partners LLC</u> (Last) (First) (Middle) <u>C/O IQ EQ FUND SERVICES (MAURITIUS) LTD.</u> <u>33 EDITH CAVELL STREET</u> (Street) <u>PORT LOUIS O4</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/08/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc. [PUBM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,405,896	(1)	D ⁽³⁾	
Series B Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,417,378	(1)	D ⁽³⁾	
Series C Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	5,000,657	(1)	D ⁽³⁾	
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	637,251	(1)	D ⁽³⁾	
Series D Prime Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	41,479	(1)	D ⁽³⁾	

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock will automatically convert into one share of Class B common stock immediately prior to the closing of the Issuer's initial public offering. The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock have no expiration date.
- Each share of Class B common stock held by the Issuer's executive officers, directors and their respective affiliates will convert automatically into one share of Class A common stock upon any transfer that occurs after the closing of the Issuer's initial public offering, except for certain permitted transfers.
- Consists of 8,502,661 shares held by Helion Venture Partners, LLC (HVP LLC). The General Partners of HVP LLC are Ashish Gupta and Sanjeev Aggarwal. The Investment Manager of HVP LLC is Helion Investment Management LLC, of which SA Holdings Global Ltd. (SA Holdings), and the Gupta Goyal Revocable Trust (Goyal Trust) are members. Sanjeev Aggarwal has sole voting and investment power with respect to the shares held by SA Holdings. Ashish Gupta and Nita Goyal share voting and investment power with respect to the shares held by the Goyal Trust. Ashish Gupta is a Director on the Boards of HVP LLC and the Issuer. Accordingly, Sanjeev Aggarwal, Ashish Gupta, and Nita Goyal may be deemed to share voting and investment power over these shares.

Remarks:

/s/ Dourvesh Kumar
Chumun, Director

12/08/2020

** 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 5 (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.

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