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): May 31, 2023

PubMatic, Inc. (Exact Name of Registrant as Specified in Charter)

Delaware	001-39748	20-5863224
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)
(A	N/A Address of Principal Executive Offices) (Zip Code))
(R	N/A Registrant's telephone number, including area code))
(Forme	N/A er name or former address, if changed since last re	port)
heck the appropriate box below if the Form 8-K filing is inte	nded to simultaneously satisfy the filing obligation	of the registrant under any of the following provisions:
 □ Written communications pursuant to Rule 425 und □ Soliciting material pursuant to Rule 14a-12 under of Pre-commencement communications pursuant to F □ Pre-commencement communications pursuant to F 	the Exchange Act (17 CFR 240.14a-12) Rule 14d-2(b) under the Exchange Act (17 CFR 24	. "
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 sha	re PUBM	The Nasdaq Global Market
dicate by check mark whether the registrant is an emerging gecurities Exchange Act of 1934 (17 CFR §240.12b-2).	growth company as defined in Rule 405 of the Sec	
		Emerging growth company \Box
an emerging growth company, indicate by check mark if nancial accounting standards provided pursuant to Section 13	_	d transition period for complying with any new or revised

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2023, PubMatic, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, there were present, in person or by proxy, holders of 37,131,991 shares of the Company's Class A common stock and Class B common stock collectively, or approximately 70.83% of the total outstanding shares entitled to vote at the Annual Meeting, which constituted a quorum for the transaction of business. The holders present voted on the three proposals presented at the Annual Meeting as follows:

Proposal One – Election of Directors

The Company's stockholders approved the election of six directors, each to serve for a one-year term expiring at the 2024 Annual Meeting of Stockholders and until such director's successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Cathleen Black	89,677,973	2,996,710	11,088,450
Susan Daimler	87,130,365	5,544,318	11,088,450
Shelagh Glaser	92,388,361	286,322	11,088,450
Amar K. Goel	89,999,272	2,675,411	11,088,450
Rajeev K. Goel	91,982,559	692,124	11,088,450
Jacob Shulman	91,880,424	794,259	11,088,450

Proposal Two – Ratification of Appointment of Independent Registered Accounting Firm

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm for the year ending December 31, 2023 by the following votes:

Votes For		Votes Against	Abstentions
	103,599,123	130.011	33,999

Proposal Three - Advisory Vote on the Compensation of the Named Executive Officers

The Company's stockholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers, by the following votes:

Votes For	Votes Against	Abstentions
90,771,085	1,834,254	69,344

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.

PUBMATIC, INC.

By: /s/ Andrew Woods

Date: June 6, 2023

Andrew Woods General Counsel and Secretary