

**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>Goel Rajeev K.</u>  (Last) (First) (Middle) C/O PUBMATIC, INC. 3 LAGOON DRIVE, SUITE 180  (Street) REDWOOD CA 94065 CITY  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2020	3. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc.</u> [ PUBM ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/08/2020  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Class B Common Stock	(1)	(1)	Class A Common Stock	210,984	0.00 <sup>(1)</sup>	D	
Class B Common Stock	(1)	(1)	Class A Common Stock	1,230,835	0.00 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>
Class B Common Stock	(1)	(1)	Class A Common Stock	581,260	0.00 <sup>(1)</sup>	I	See footnote <sup>(3)</sup>
Class B Common Stock	(1)	(1)	Class A Common Stock	400,000	0.00 <sup>(1)</sup>	I	See footnote <sup>(4)</sup>
Class B Common Stock	(1)	(1)	Class A Common Stock	68,616	0.00 <sup>(1)</sup>	I	See footnote <sup>(5)</sup>
Class B Common Stock	(1)	(1)	Class A Common Stock	308,775	0.00 <sup>(1)</sup>	I	See footnote <sup>(6)</sup>
Class B Common Stock	(1)	(1)	Class A Common Stock	308,775	0.00 <sup>(1)</sup>	I	See footnote <sup>(6)</sup>
Stock Option (Right to buy Class B Common Stock)	(7)	07/07/2026	Class B Common Stock <sup>(1)</sup>	451,915	1.11	D	
Stock Option (Right to buy Class B Common Stock)	(7)	07/07/2026	Class B Common Stock <sup>(1)</sup>	730,745	1.11	D	
Stock Option (Right to buy Class B Common Stock)	(7)	07/07/2026	Class B Common Stock <sup>(1)</sup>	15,782	1.11	D	
Stock Option (Right to buy Class B Common Stock)	(8)	05/01/2027	Class B Common Stock <sup>(1)</sup>	400,000	2.15	D	

**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			
Stock Option (Right to buy Class B Common Stock)	(9)	03/13/2028	Class B Common Stock <sup>(1)</sup>	350,000	3.89	D	
Stock Option (Right to buy Class B Common Stock)	(10)	05/20/2029	Class B Common Stock <sup>(1)</sup>	250,000	2.97	D	
Stock Option (Right to buy Class B Common Stock)	(11)	07/28/2030 <sup>(12)</sup>	Class B Common Stock <sup>(1)</sup>	600,000	2.16	D	

**Explanation of Responses:**

1. 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.
2. These securities are held by The Goel Family Trust, of which the Reporting Person and his spouse are trustees and beneficiaries.
3. These securities are held by the Reporting Person, as custodian for the benefit of his children under the California Uniform Transfers to Minors Act.
4. These securities are held by The Goel Heritage Trust, of which the Reporting Person's children are beneficiaries. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
5. These securities are held by The Goel Family Gift Trust, of which family members and certain other individuals are beneficiaries. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
6. These securities are held by a trust for the benefit of the Reporting Person's child. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
7. The options are fully vested.
8. The option vests as to 1/48 of the total shares on March 1, 2017, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The option is early exercisable with respect to 223,907 shares.
9. The option vests as to 1/48 of the total shares on February 1, 2018, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The option is early exercisable with respect to 326,213 shares.
10. The option vests as to 1/48 of the total shares on February 1, 2019, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The option is early exercisable with respect to 220,673 shares.
11. The option vests as to 1/48 of the total shares on February 1, 2020, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
12. This amendment to Form 3 filed on December 8, 2020 reflects a correction to the stock option expiration date.

**Remarks:**

/s/ Thomas Chow,  
Attorney-in-Fact

12/10/2020

\*\* 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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