

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

**(Amendment No. )\***

**PubMatic, Inc.**

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(Name of Issuer)

**Class A Common Stock, \$0.0001 par value per share**

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(Title of Class of Securities)

**74467Q103**

(CUSIP Number)

**December 31, 2020**

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(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).

1	NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Nexus India Capital I, L.P.</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	<b>0</b>
	6	SHARED VOTING POWER	<b>10,624,843(1)(2)</b>
	7	SOLE DISPOSITIVE POWER	<b>0</b>
	8	SHARED DISPOSITIVE POWER	<b>10,624,843(1)(2)</b>
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>10,624,843(1)(2)</b>		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>61.0%(3)</b>		
12	TYPE OF REPORTING PERSON <b>FI</b>		

- (1) Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to ten votes and is convertible into one share of Class A common stock.
- (2) Represents 10,624,843 shares of Class B Common Stock held of record by Nexus India Capital I, L.P. ("Nexus Capital"). The sole general partner of Nexus Capital is Nexus India Management I, L.P. ("Nexus Management"), and the sole general partner of Nexus Management is Nexus India Master Management I, Ltd. ("Nexus Master"). Narendra Gupta, a member of the board of directors of PubMatic, Inc., holds sole voting, and investment power in Nexus Master, and thus may be deemed to hold sole voting and investment power over these shares. As reported by the Issuer to the Reporting Person, there were 42,200,642 shares of Class B common stock issued and outstanding as of December 31, 2020.
- (3) Beneficial ownership percentage is based upon 6,787,500 shares of Class A common stock issued and outstanding as of December 31, 2020, as reported by the Issuer to the Reporting Person. Such percentage is calculated in accordance with Rule 13d-3 based on the aggregate number of shares of Class B common stock beneficially owned by the Reporting Person, assuming conversion of such stock into Class A common stock (and excluding the conversion of shares of Class B common stock held by other persons). Assuming full conversion of all the currently outstanding Class B common stock, the 10,624,843 shares of Class A common stock would represent 21.7% of the total common stock outstanding.

**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 Person Filing:**

Nexus India Capital I, L.P.

**Item 2(b) Address of Principal Business Office or, If None, Residence:**

3000 Sand Hill Road, Bldg 1, #260, Menlo Park, CA 94025

**Item 2(c) Citizenship:**

Cayman Islands

**Item 2(d) Title of Class of Securities:**

Class A Common Stock, \$0.0001 par value per share

**Item 2(e) CUSIP Number:**

74467Q103

**Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership****(a) Amount beneficially owned:**

See Row 9 of cover page.

**(b) Percent of class:**

See Row 11 of cover page.

**(c) Number of shares as to which the person has:***(i) Sole power to vote or direct the vote or to direct the vote:*

See Row 5 of cover page.

*(ii) Shared power to vote or to direct the vote:*

See Row 6 of cover page.

*(iii) Sole power to dispose or to direct the disposition of:*

See Row 7 of cover page.

*(iv) Shared power to dispose of or direct the disposition of:*

See Row 8 of cover page.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Under certain circumstances set forth in the limited liability company agreements of the Reporting Persons, the members of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a member.

**Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

See Exhibit A.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certifications:**

Not applicable.

**SIGNATURE**

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.

Dated: February 16, 2021

**NEXUS INDIA CAPITAL I, L.P.**

/s/ Narendra Gupta

Name: Narendra Gupta

Title: Director

Exhibit Index

Exhibit A	<a href="#"><u>Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u></a>
Exhibit B	<a href="#"><u>Power of Attorney</u></a>
Exhibit C	<a href="#"><u>Joint Filing Agreement</u></a>

## **EXHIBIT A**

Nexus India Capital I, L.P.\*  
Nexus India Management I, L.P.  
Nexus India Master Management I, Ltd.

\*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

## EXHIBIT B

### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitute and appoint Narendra Gupta the undersigned's true and lawful attorney-in-fact and agent to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the reports on Schedule 13G or 13D (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13(d) of the Exchange Act and the rules and regulations thereunder in the undersigned's capacity as the beneficial owner of more than 5% of a registered class of securities of PubMatic, Inc. (the "**Company**");

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such reports on Schedule 13G or 13D (including, in each case, amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 13(d) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file reports on Schedule 13G or 13D with respect to the undersigned's holdings of and transactions in securities issued by the Company or (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: February 16, 2021

**Nexus India Capital I, L.P.**

By: /s/ Narendra Gupta

Its: Director

**Nexus India Management I, L.P.**

By: /s/ Narendra Gupta

Its: Director

**Nexus India Master Management I, Ltd.**

By: /s/ Narendra Gupta

Its: Director

**EXHIBIT C**

**JOINT FILING AGREEMENT**

Nexus India Capital I, L.P., Nexus India Management I, L.P. and Nexus India Master Management I, Ltd. (the "**Filing Persons**"), hereby agree to file jointly a Schedule 13G and any amendments thereto relating to the aggregate ownership by each of the Filing Persons of any voting equity security of a class which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, as required by Rule 13d-1 and Rule 13d-2 promulgated under the Securities Exchange Act of 1934. Each of the Filing Persons agrees that the information set forth in such Schedule 13G and any amendments thereto with respect to such Filing Person will be true, complete and correct as of the date of such Schedule 13G or such amendment, to the best of such Filing Person's knowledge and belief, after reasonable inquiry. Each of the Filing Persons makes no representations as to the accuracy or adequacy of the information set forth in the Schedule 13G or any amendments thereto with respect to any other Filing Person. Each of the Filing Persons shall promptly notify the other Filing Persons if any of the information set forth in the Schedule 13G or any amendments thereto shall become inaccurate in any material respect or if said person learns of information that would require an amendment to the Schedule 13G.

IN WITNESS WHEREOF, the undersigned have set their hands this 16th day of February, 2021.

**Nexus India Capital I, L.P.**

By: /s/ Narendra Gupta

Its: Director

**Nexus India Management I, L.P.**

By: /s/ Narendra Gupta

Its: Director

**Nexus India Master Management I, Ltd.**

By: /s/ Narendra Gupta

Its: Director