SEC For																		
	FORM	UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549											SION OMB APPROVAL			/AL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).				Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940									HIP	Estimate	OMB Number: 32 Estimated average burden hours per response:		3235-0287 0.5	
1. Name and Address of Reporting Person* Goel Rajeev K.					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>PubMatic, Inc.</u> [ PUBM ]							(Che	05	able)	X 10	to Issue 0% Own	ner	
(Last)(First)(Middle)C/O PUBMATIC, INC.601 MARSHALL ST.					3. Date of Earliest Transaction (Month/Day/Year) 02/04/2022							>	below)	ief Executive Officer		elow)	Jechy	
(Street) REDWOOD CITY CA 94063					4. lf /	4. If Amendment, Date of Original Filed (Month/Day/Year) 6							dividual or Joint/Group Filing (Check Applicable ) Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(5	State)	(Zip)															
		Та	ble I - Nor	n-Deriva	ative	Sec	curities	s Ac	quired, D	isposed o	of, or Be	neficially	v Owned					
Da				2. Transa Date (Month/D		ar)   E	2A. Deemed Execution Date, if any (Month/Day/Yea		, Transaction Disposed Code (Instr.		ities Acquired (A) or d Of (D) (Instr. 3, 4 and		5. Amoun Securities Beneficia Owned Fo Reported	s F Ily (	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	t In ect B	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code V	Amount	Amount (A) or (D)		Transaction(s) (Instr. 3 and 4)				insu. 4)	
									uired, Dis				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/N	4. Tra	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/)	isable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction	y Direc or In (I) (Ir		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Co	de V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)				
Restricted Stock Unit	(1)	02/04/2022		A			179,784		(2)	(3)	Class A Common Stock	179,784	\$0	179,784		D		
Stock Option (Right to buy Class A Common Stock)	\$26.27	02/04/2022		A			116,670		(4)	02/03/2032	Class A Common Stock	116,670	\$0	116,670		D		

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a right to receive one share of the Issuer's Class A Common Stock at the time of vesting for no consideration.

2. The RSUs vest as to 1/16th of the total shares on April 1, 2022, and 1/16th of the total shares will vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

3. RSUs do not expire; they either vest or are canceled prior to the vesting date.

4. The option vests as to 1/48 of the total shares on April 1, 2022, 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.

/s/ Thomas Chow, Attorney-in-02/07/2022

\*\* Signature of Reporting Person Date

Fact

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  If the form is filed by more than one reporting person, see Instruction 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.