United States Securities and Exchange Commission

Statement of Changes in Beneficial Ownership

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
   Goel Rajeev K.
   C/O PUBMATIC, INC.
   601 MARSHALL STREET
   REDWOOD CITY, CA 94063

2. Issuer Name and Ticker or Trading Symbol
   PubMatic, Inc. [ PUBM ]

3. Date of Earliest Transaction (Month/Day/Year)
   07/01/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   07/01/2022

5. Relationship of Reporting Person(s) to Issuer
   - Director
   - 10% Owner
   - Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/01/2022</td>
<td>A</td>
<td>$0.00</td>
<td>11,236</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)</th>
<th>Date Exercisable (Instr. 3, 4, and 5)</th>
<th>Expiration Date (Instr. 3, 4, and 5)</th>
<th>Title of Underlying Security</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4, and 5)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>$0.00(1)</td>
<td>M</td>
<td>A</td>
<td>(2)</td>
<td>(3)</td>
<td>Class A Common Stock</td>
<td>11,236</td>
<td>0.00</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Each 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 vested as to 1/16th of the total shares on April 1, 2022, and 1/16th of the total shares 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.

Remarks:
/s/ Thomas Chow, Attorney-in-Fact

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 4(b)(v).


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.