

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Daimler Susan</u>			2. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc. [PUBM]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2022</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O PUBMATIC, INC. 601 MARSHALL STREET			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/03/2022</u>			
(Street)	(City)	(State)	(Zip)			
REDWOOD CITY	CA		94063			

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/01/2022		A		9,062		(2)	(3)	Class A Common Stock	9,062	\$0.00	9,062	D	
Restricted Stock Units ⁽⁴⁾	(1)	06/01/2022		A		2,865		(5)	(3)	Class A Common Stock	2,865	\$0.00	2,865	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- The RSUs vest in full on the earliest to occur of (a) the first anniversary of the grant date, (b) immediately prior to the Issuer's next annual meeting of stockholders, (c) the Reporting Person's death or disability, and (d) a change in control of the Issuer. The Reporting Person has elected to defer settlement of the RSUs until the earliest to occur of (i) the third anniversary of the grant date, (ii) the Reporting Person's death or disability, (iii) a change in control of the Issuer, and (iv) the Reporting Person's separation of service from the Issuer. Shares of the Issuer's Class A Common Stock will be delivered to the Reporting Person upon settlement of the RSUs.
- RSUs do not expire; they either vest or are cancelled prior to vesting date.
- Represents RSUs payable in lieu of annual cash fees for Board of Directors and committee service pursuant to the Reporting Person's election under the Issuer's non-employee director compensation policy.
- The RSUs will be fully vested on December 31, 2022. The Reporting Person has elected to defer settlement of the RSUs until the earliest to occur of (i) a change in control of the Issuer and (iii) the Reporting Person's separation of service from the Issuer. Shares of the Issuer's Class A Common Stock will be delivered to the Reporting Person upon settlement of the RSUs.

Remarks:

This amendment to Form 4 includes a grant of RSUs in lieu of annual cash compensation for service on the Issuer's Board of Directors and amends and restates the Form 4 filed on June 3, 2022 in its entirety.

/s/ Andrew Woods, Attorney-in-Fact 12/29/2022

** 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).

** 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.