1. Name and Address of Reporting Person
   Goel Amar K.
   (Last)      (First)      (Middle)
   C/O PUBMATIC, INC.
   601 MARSHALL STREET
   (Street)    (City)       (State)    (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
   07/18/2022

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

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X 10% Owner
   Other (specify below)
   Chairman, Chief Growth 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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td></td>
<td>C 8,000 A $0.00</td>
<td>8,000 I</td>
<td>By Birchwood Trust (1)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td>s(2)</td>
<td>8,000 D $15.8499</td>
<td>0</td>
<td>I</td>
<td>By Birchwood Trust (1)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td></td>
<td>C 5,000 A $0.00</td>
<td>5,000 I</td>
<td>By Marais Irrevocable Trust (6)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td>s(5)</td>
<td>5,000 D $15.9466</td>
<td>0</td>
<td>I</td>
<td>By Marais Irrevocable Trust (6)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td></td>
<td>C 5,000 A $0.00</td>
<td>5,000 I</td>
<td>By Tuscan Irrevocable Trust (7)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td>s(8)</td>
<td>5,000 D $15.9425</td>
<td>0</td>
<td>I</td>
<td>By Tuscan Irrevocable Trust (7)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td></td>
<td>C 3,000 A $0.00</td>
<td>3,000 I</td>
<td>By RAJN Trust - A (10)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td>s(11)</td>
<td>3,000 D $16.0061</td>
<td>0</td>
<td>I</td>
<td>By RAJN Trust - A (10)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td></td>
<td>C 3,000 A $0.00</td>
<td>3,000 I</td>
<td>By RAJN Trust - N (13)</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/18/2022</td>
<td>s(14)</td>
<td>3,000 D $15.9982</td>
<td>0</td>
<td>I</td>
<td>By RAJN Trust - N (13)</td>
<td></td>
</tr>
</tbody>
</table>

---

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

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*Instruction 1(b). See Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned.*

*Instruction 3 and 4.*

*Instruction 5 and 6.*

*Instruction 7.*

*Instruction 8 and 9.*

*Instruction 10.*

*Instruction 11.*

*Estimated average burden hours per response: 0.5*
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Class of Common Stock</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Stock Acquired,Disposed of, or Beneficially Owned</th>
<th>5. Date of Expiration (Month/Day/Year)</th>
<th>6. Termination Date and Time (Month/Day/Year)</th>
<th>7. Price of Derivative Security</th>
<th>8. Number of Derivative Securities Beneficially Owned (Instr. 3)</th>
<th>9. Number of Derivative Securities Beneficially Owned by Others (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>(16)</td>
<td>07/18/2022</td>
<td>07/18/2022</td>
<td>C</td>
<td>(16)</td>
<td>(16)</td>
<td>Class A Common Stock</td>
<td>8,000</td>
<td>$0.00</td>
<td>1</td>
<td>By Marais Irrevocable Trust-N(4)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(16)</td>
<td>07/18/2022</td>
<td>07/18/2022</td>
<td>C</td>
<td>(16)</td>
<td>(16)</td>
<td>Class A Common Stock</td>
<td>5,000</td>
<td>$0.00</td>
<td>1</td>
<td>By Tuscan Irrevocable Trust(2)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(16)</td>
<td>07/18/2022</td>
<td>07/18/2022</td>
<td>C</td>
<td>(16)</td>
<td>(16)</td>
<td>Class A Common Stock</td>
<td>5,000</td>
<td>$0.00</td>
<td>1</td>
<td>By RAJN Trust-A(10)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(16)</td>
<td>07/18/2022</td>
<td>07/18/2022</td>
<td>C</td>
<td>(16)</td>
<td>(16)</td>
<td>Class A Common Stock</td>
<td>5,000</td>
<td>$0.00</td>
<td>1</td>
<td>By RAJN Trust-N(13)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. These shares are held by the Birchwood Trust, of which the Reporting Person and his spouse are beneficiaries.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Birchwood Trust.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.59 to $16.16 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. These shares are held by the Marais Irrevocable Trust, of which the Reporting Person's spouse is a beneficiary. 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Marais Irrevocable Trust.
6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.63 to $16.16 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. These shares are held by the Tuscan Irrevocable Trust, of which the Reporting Person is a beneficiary.
8. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Tuscan Irrevocable Trust.
9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.62 to $16.16 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
10. These shares are held by the RAJN Trust-A, of which one of the Reporting Person's children is a beneficiary. 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.
11. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the RAJN Trust-A.
12. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.79 to $16.17 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
13. These shares are held by the RAJN Trust-N, of which one of the Reporting Person's children is a beneficiary. 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.
14. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the RAJN Trust-N.
15. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.78 to $16.17 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
16. 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, except for certain permitted transfers.

**Remarks:**

**As/ Thomas Chow, Attorney-in-Fact**

07/20/2022

**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).


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.