1. Name and Address of Reporting Person
   Pantelick Steven
   (Last) (First) (Middle)
   C/O PUBMATIC, INC.
   601 MARSHALL ST.
   (Street)
   REDWOOD CITY CA 94065
   (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/04/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/04/2022

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Other (specify below)
   Chief Financial 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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>Class A Common Stock</td>
<td>03/04/2022</td>
<td>M</td>
<td>30,000</td>
<td>A</td>
<td>$0</td>
<td>37,791</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/04/2022</td>
<td>S</td>
<td>30,000</td>
<td>D</td>
<td>$21.66</td>
<td>7,791</td>
<td>D</td>
</tr>
</tbody>
</table>

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### Table II - Derivatives Securities Acquired, Disposed of, or Beneficially Owned

<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 Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>Class B Common Stock</td>
<td>$0.0</td>
<td>03/04/2022</td>
<td>C</td>
<td>30,000</td>
<td>(2)</td>
<td>(2)</td>
<td>Class A Common Stock</td>
<td>30,000</td>
<td>$0</td>
<td>428,264</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right to buy Class B Common Stock)</td>
<td>$3.89</td>
<td>03/04/2022</td>
<td>M</td>
<td>29,720</td>
<td>(3)</td>
<td>03/13/2028</td>
<td>Class B Common Stock</td>
<td>29,720</td>
<td>$0</td>
<td>148,626</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right to buy Class B Common Stock)</td>
<td>$2.16</td>
<td>03/04/2022</td>
<td>M</td>
<td>1</td>
<td>(4)</td>
<td>07/28/2030</td>
<td>Class B Common Stock</td>
<td>1</td>
<td>$0</td>
<td>199,999</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right to buy Class B Common Stock)</td>
<td>$2.97</td>
<td>03/04/2022</td>
<td>M</td>
<td>9,375</td>
<td>(5)</td>
<td>05/20/2029</td>
<td>Class B Common Stock</td>
<td>9,375</td>
<td>$0</td>
<td>148,626</td>
<td>D</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$0.0</td>
<td>03/04/2022</td>
<td>M</td>
<td>39,096</td>
<td>(2)</td>
<td>(2)</td>
<td>Class A Common Stock</td>
<td>39,096</td>
<td>$0</td>
<td>467,360</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $21.54 to $21.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder 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 1 to this Form 4.
2. 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.
3. The option vested as to 1/48 of the total shares on February 1, 2018, and 1/48 of the total shares vests monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
4. The option vested as to 1/48 of the total shares on February 1, 2020, and 1/48 of the total shares vests monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
5. The option vested as to 1/48 of the total shares on February 1, 2019, and 1/48 of the total shares vests monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

**Remarks:**
/a/ Thomas Chow, Attorney-in-Fact
03/07/2022
** Signature of Reporting Person Date**
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.