

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number:	3235-0104
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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* <u>DRAPER FISHER</u> <u>JURVETSON PARTNERS</u> <u>VIII LLC</u> (Last) (First) (Middle) <u>2882 SAND HILL ROAD, SUITE</u> <u>150</u> (Street) <u>MENLO</u> <u>CA</u> <u>94025</u> <u>PARK</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/08/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc. [PUBM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	112,472	(1)	I	By Draper Associates, L.P. ⁽³⁾
Series B Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	113,390	(1)	I	By Draper Associates, L.P. ⁽³⁾
Series C Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	95,467	(1)	I	By Draper Associates, L.P. ⁽³⁾
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,265,306	(1)	I	By Draper Fisher Jurvetson Fund VIII, L.P. ⁽⁴⁾
Series B Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,275,640	(1)	I	By Draper Fisher Jurvetson Fund VIII, L.P. ⁽⁴⁾
Series C Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,074,005	(1)	I	By Draper Fisher Jurvetson Fund VIII, L.P. ⁽⁴⁾
Series D Prime Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	46,664	(1)	I	By Draper Fisher Jurvetson Fund VIII, L.P. ⁽⁴⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	55,231	(1)	I	By Draper Fisher Jurvetson Fund VIII, L.P. ⁽⁴⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	28,118	(1)	I	By Draper Fisher Jurvetson Partners VIII, LLC ⁽⁵⁾
Series B Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	28,348	(1)	I	By Draper Fisher Jurvetson Partners VIII, LLC ⁽⁵⁾
Series C Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	23,867	(1)	I	By Draper Fisher Jurvetson Partners VIII, LLC ⁽⁵⁾
Series D Prime Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,037	(1)	I	By Draper Fisher Jurvetson Partners VIII, LLC ⁽⁵⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	1,227	(1)	I	By Draper Fisher Jurvetson Partners VIII, LLC ⁽⁵⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	4,909	(1)	I	By Draper Associates Riskmasters Fund II, LLC ⁽⁶⁾
Series D Prime Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	4,148	(1)	I	By Draper Associates Riskmasters Fund III, LLC ⁽⁷⁾

1. Name and Address of Reporting Person*

[DRAPER FISHER JURVETSON PARTNERS VIII LLC](#)

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Draper Associates Riskmasters Fund II, LLC](#)

(Last) (First) (Middle)

55 EAST 3RD AVENUE

(Street)

SAN MATEO CA 94401

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Draper Associates Riskmasters Fund III, LLC

(Last) (First) (Middle)

55 EAST 3RD AVENUE

(Street)

SAN MATEO CA 94401

(City) (State) (Zip)

1. Name and Address of Reporting Person*

DRAPER ASSOCIATES L P

(Last) (First) (Middle)

55 EAST 3RD AVENUE

(Street)

SAN MATEO CA 94401

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Draper Fisher Jurvetson Fund VIII L P

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Fisher John H N

(Last) (First) (Middle)

C/O DFJ

2882 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

DRAPER TIMOTHY C

(Last) (First) (Middle)

C/O DFJ

2882 SAND HILL ROAD, SUITE 150

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock will automatically convert into one share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering. The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock have no expiration date.

2. After closing of the Issuer's initial public offering, each outstanding share of Class B Common Stock will be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock.

3. These shares are held of record by Draper Associates, L.P. ("DALP"). DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. ("Fund VIII"). The general

partner of DALP is Draper Management Company, LLC ("DMC"). The Managing Member of DMC is Timothy C. Draper. Mr. Draper may be deemed to have voting and investment power over the securities held by DALP. Mr. Draper disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

4. These shares are held of record by Fund VIII. Timothy C. Draper and John H.N. Fisher are Managing Directors of the general partner entities of Fund VIII that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Mr. Draper and Mr. Fisher each disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

5. These shares are held of record by Draper Fisher Juvetson Partners VIII, LLC ("Partners VIII"). Partners VIII invests lockstep alongside Fund VIII. The Managing Members of Partners VIII are Timothy C. Draper and John H.N. Fisher and as such, they may be deemed to have voting and investment power with respect to such shares. Mr. Draper and Mr. Fisher each disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

6. These shares are held of record by Draper Associates Riskmasters Fund II, LLC ("DARF II"). DARF II invests lockstep alongside Fund VIII. The Managing Member of DARF II is Timothy C. Draper. Mr. Draper may be deemed to have voting and investment power over the securities held by DARF II. Mr. Draper disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

7. These shares are held of record by Draper Associates Riskmasters Fund III, LLC ("DARF III"). DARF III invests lockstep alongside Fund VIII. The Managing Member of DARF III is Timothy C. Draper. Mr. Draper may be deemed to have voting and investment power over the securities held by DARF III. Mr. Draper disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Draper Fisher Juvetson Partners VIII, LLC By: /s/ John H.N. Fisher Name: 02/10/2021
John H.N. Fisher Title: Managing Member

Draper Associates Riskmasters Fund II, LLC By: /s/ Timothy C. Draper 02/10/2021
Name: Timothy C. Draper Title: Managing Member

Draper Associates Riskmasters Fund III, LLC By: /s/ Timothy C. Draper 02/10/2021
Name: Timothy C. Draper Title: Managing Member

Draper Associates, L.P. By: Draper Management Company, LLC (General Partner) By: /s/ Timothy C. Draper Name: Timothy C. Draper Title: Managing Member 02/10/2021

Draper Fisher Juvetson Fund VIII, L.P. By: Draper Fisher Juvetson Fund VIII Partners, L.P. (general partner) By: DFJ Fund VIII, Ltd., its general partner By: /s/ John H.N. Fisher Name: John H. N. Fisher Title: Managing Director 02/10/2021

/s/ John H.N. Fisher John H.N. Fisher 02/10/2021

/s/ Timothy C. Draper Timothy C. Draper 02/10/2021

** 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 5 (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.