

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Pantelick Steven</u> <hr/> (Last) (First) (Middle) C/O PUBMATIC, INC. 601 MARSHALL STREET <hr/> (Street) REDWOOD CA 94063 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc. [ PUBM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF FINANCIAL OFFICER</b>		
			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2026					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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					

**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			
Class A Common Stock	07/01/2026		M		45,665	A	\$0	88,368 <sup>(1)</sup>	D	
Class A Common Stock	07/02/2026		s <sup>(2)</sup>		23,548	D	\$13.6485 <sup>(3)</sup>	64,820	D	
Class A Common Stock	07/06/2026		s <sup>(4)</sup>		12,548	D	\$13.4154 <sup>(5)</sup>	52,272	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Unit	\$0 <sup>(6)</sup>	07/01/2026		M			9,547	(7)	(8)	Class A Common Stock	9,547	\$0	19,092	D	
Restricted Stock Unit	\$0 <sup>(6)</sup>	07/01/2026		M			8,955	(9)	(8)	Class A Common Stock	8,955	\$0	53,730	D	
Restricted Stock Unit	\$0 <sup>(6)</sup>	07/01/2026		M			7,407	(10)	(8)	Class A Common Stock	7,407	\$0	74,069	D	
Restricted Stock Unit	\$0 <sup>(6)</sup>	07/01/2026		M			19,756	(11)	(8)	Class A Common Stock	19,756	\$0	276,585	D	

**Explanation of Responses:**

- Includes 1,384 shares of Class A Common Stock acquired by the Reporting Person on May 29, 2026 pursuant to the Issuer's employee stock purchase plan.
- The sales reported in this line item represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of restricted stock units ("RSUs"). The sales were to satisfy tax withholding obligations to be funded by a "sell to cover" transaction.
- The price reported in this line item is a weighted average price. These shares were sold as part of block trades for multiple security holders of the Issuer at prices ranging from \$13.50 to \$13.89, 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 herein with regard to the block trades.
- The sales reported in this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 28, 2025.
- The price reported in this line item is a weighted average price. These shares were sold at prices ranging from \$13.30 to \$13.53, 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 herein.
- Each RSU represents a right to receive one share of the Issuer's Class A Common Stock at the time of settlement for no consideration.
- The RSUs vested as to 1/16th of the total award on April 1, 2023, and 1/16th of the total award will vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- RSUs do not expire; they either vest or are canceled prior to the vesting date.
- The RSUs vested as to 1/16th of the total award on April 1, 2024, and 1/16th of the total award will vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
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/s/ Andrew Woods, Attorney-  
in-Fact

07/06/2026

\*\* 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.

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