FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
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0.5

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

## 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

·	· · · · · · · · · · · · · · · · · · ·																
Name and Address of Reporting Person*     Goel Amar K.				2. Issuer Name <b>and</b> Ticker or Trading Symbol PubMatic, Inc. [PUBM]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Guer Amar K.				Esserting [105m]								X	Direc	tor		10% O	wner
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)								X Officer (give title below)			Other (spe		specify
C/O PUBMATIC, INC.				0//06/2023								Chairman, Chief In				novation Off	
601 MARSHALL STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Stroot)												X	Form	i filed by One Reporting Person			son
(Street) REDWOOD CITY CA 94063													Form filed by More than One Reporting Person				orting
			Rule 10b5-1(c) Transaction Indication														
(City) (State) (Zip)				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
	Table	I - Non-Deriva	tive S	ecur	ities	Acq	quire	d, Di	sposed o	of, or	Benefic	cially	Owr	ned			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yes			ar) if any		n Date,	Date, Tra		tion				and 5) Secur Benef Owne Follov		ities icially d ving	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Co	ode	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				
Class A Common Stock 07/06/202							S <sup>(1)</sup>		3,858	D	\$17.16	22 <sup>(2)</sup>		0	Г		
	Tab												Owne	d			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)			of Derive Secur Acqui (A) or Dispo of (D) (Instr	ative rities ired sed	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amou or Numb		Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Ov Fo Dii or (I)	vnership orm: rect (D) Indirect	11. Nature of Indirec Beneficia Ownershi (Instr. 4)
	(Fi BMATIC, II RSHALL S  OOD CA  (St  Security (Ins  Common St  Conversion or Exercise Price of Derivative	(First) (NBMATIC, INC. RSHALL STREET  COD CA 9  (State) (Z  Table Security (Instr. 3)  Common Stock  Tab  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  BMATIC, INC.  RSHALL STREET  COD CA 94063  (State) (Zip)  Table I - Non-Deriva  Security (Instr. 3) 2. Transaction Date (Month/Day/Year)  Common Stock 07/06/202  Table II - Derivating (e.g., put (e.g., put (e.g., put (Month/Day/Year)))  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	(First) (Middle)  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Lagrange of Lagrange)  Table II - Derivative Security (Lagrange)  Table II - Derivative Security (Lagrange)  (Month/Day/Year)  Table II - Derivative Security (Lagrange)  (Lagrange)  (Lagrange)  Table II - Derivative Security (Lagrange)  (Lagrange)  (Lagrange)  Table II - Derivative Security (Lagrange)  (Lagrange)  (Lagrange)  (Lagrange)  Table II - Derivative Security (Lagrange)  (Lagrange)	(First) (Middle)  BMATIC, INC.  ARSHALL STREET  CODD CA  94063  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)	(First) (Middle)  BMATIC, INC.  RSHALL STREET  COOD CA 94063    Check this box satisfy the affire start (Month/Day/Year)	(First) (Middle)  BMATIC, INC.  RSHALL STREET  CODD CA 94063  Rule 10b5-1(C)  Check this box to ind satisfy the affirmative  Table I - Non-Derivative Securities Acc  (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fir any (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  Conversion of Exercise Price of Derivative (Month/Day/Year)  Sala Date of Earliest Tran 07/06/2023  4. If Amendment, Date  2. Check this box to ind satisfy the affirmative  Execution Date, if any (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fir any (Month/Day/Year)  Conversion of Exercise Price of Derivative (Month/Day/Year)  Sala Date of Earliest Tran 07/06/2023  4. If Amendment, Date  Execution Date  If any (Month/Day/Year)  Sala Deemed Execution Date, if any (Month/Day/Year)  Sala Deemed Execution Date, if any (Month/Day/Year)  Sala Date of Earliest Tran 07/06/2023  4. If Amendment, Date  Execution Date, if any (Month/Day/Year)  Sala Deemed Execution Date, if any (Month/Day/Year)  Sala Date of Earliest Tran 07/06/2023  A Deemed Execution Date, if any (Month/Day/Year)  Sala Date of Earliest Tran 07/06/2023  A Deemed Execution Date, if any (Month/Day/Year)  Common Stock  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, puts)	(First) (Middle)  BMATIC, INC.  IRSHALL STREET  OOD  CA  94063  Rule 10b5-1(c) Transaction	(First) (Middle)  BMATIC, INC.  RSHALL STREET   4. If Amendment, Date of Original F  Check this box to indicate that a tra satisfy the affirmative defense content of the part	(State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Common Stock  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting Acquired (A) or Disposed of (O) (Instr. 3, 4) and 5)	(First) (Middle)  BMATIC, INC.  RSHALL STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  OOD CA  94063  Rule 10b5-1(c) Transaction Indicate  Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1  Table I - Non-Derivative Securities Acquired, Disposed of, or  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code V Amount (A) or (D)  Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible set of Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Execution Date, if Amonth (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Execution Date, if Amonth (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Execution Date, if Amonth (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  3. Transaction Date, if Amonth (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or (D) (Instr. (Month/Day/Year) (Month/Day/Year)  5. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Tit Amonth (Month/Day/Year)  8. Security (Month/Day/Year)	Common Stock   Care   Common Stock   Care   Care	Security (Instr. 3)   Security (Instr. 3)	Common Stock   Care   Conversion   Care   Conversion   Care   Conversion   Care   Ca	Common Stock   O7/06/2023   Scurities Acquired (A) or Date (Month/Day/Year)   Officer (Inst. 3 and 4)   Orfologinal Scurities   Orfologinal Scuritie	Common Stock   Care   Care	Security (Instr. 3)   2. Transaction   2. Transaction

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2023.
- 2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.94 to \$17.50 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.

## Remarks:

/s/ Andrew Woods, Attorneyin-Fact

07/07/2023

\*\* 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.