

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ 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.

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

1. Name and Address of Reporting Person* <u>Woods Andrew</u> (Last) (First) (Middle) <u>C/O PUBMATIC, INC.</u> <u>601 MARSHALL STREET</u> (Street) <u>REDWOOD</u> <u>CA</u> <u>94063</u> <u>CITY</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc.</u> [<u>PUBM</u>] Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>GENERAL COUNSEL & SECRETARY</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/01/2026		M		15,823	A	\$0	55,584	D	
Class A Common Stock	10/02/2026		s ⁽¹⁾		5,232	D	\$18.9289 ⁽²⁾	50,352	D	
Class A Common Stock	10/02/2026		s ⁽¹⁾		512	D	\$19.4304 ⁽³⁾	49,840	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0 ⁽⁴⁾	10/01/2026		M		4,039	(5)	(6)	Class A Common Stock	4,039	\$0	0	D	
Restricted Stock Unit	\$0 ⁽⁴⁾	10/01/2026		M		1,251	(7)	(6)	Class A Common Stock	1,251	\$0	1,251	D	
Restricted Stock Unit	\$0 ⁽⁴⁾	10/01/2026		M		3,397	(8)	(6)	Class A Common Stock	3,397	\$0	16,983	D	
Restricted Stock Unit	\$0 ⁽⁴⁾	10/01/2026		M		2,809	(9)	(6)	Class A Common Stock	2,809	\$0	25,286	D	
Restricted Stock Units	\$0 ⁽⁴⁾	10/01/2026		M		4,327	(10)	(6)	Class A Common Stock	4,327	\$0	56,250	D	

Explanation of Responses:

1. The sales reported on this Form 4 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.
2. The price reported in this line item is a weighted average price. These shares were sold as part of pooled trades for multiple security holders of the Issuer at prices ranging from \$18.38 to \$19.3725, 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 pooled trades.
3. The price reported in this line item is a weighted average price. These shares were sold as part of pooled trades for multiple security holders of the Issuer at prices ranging from \$19.42 to \$19.44, 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 pooled trades.
4. 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.
5. The RSUs vested as to 1/4 of the total award on October 1, 2023 and 1/16th of the RSUs will vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
6. RSUs do not expire; they either vest or are canceled prior to the vesting date.
7. 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.
8. 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.

9. The RSUs vested as to 1/16th of the total award on April 1, 2025, 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.

10. The RSUs vested as to 1/16th of the total award on April 1, 2026, 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.

/s/ Andrew Woods

10/05/2026

** 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.

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.