

OMB APPROVAL	
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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

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

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) CHIEF FINANCIAL OFFICER		
3. Date of Earliest Transaction (Month/Day/Year) 08/13/2024			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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-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	08/13/2024		C		4,000	A	\$0 ⁽¹⁾	26,506	D	
Class A Common Stock	08/13/2024		S ⁽²⁾		4,000	D	\$14.0293 ⁽³⁾	22,506	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	Amount or Number of Shares				
Class B Common Stock	(1)	08/13/2024		C		4,000	(1)	(1)		Class A Common Stock	4,000	\$0	285,860	D	
Stock Option (Right to buy Class B Common Stock)	\$2.16	08/14/2024		M		25,000	(4)	07/28/2030		Class B Common Stock	25,000	\$0	174,999	D	
Class B Common Stock	(1)	08/14/2024		M		25,000	(1)	(1)		Class A Common Stock	25,000	\$2.16	310,860	D	
Class B Common Stock	(1)						(1)	(1)		Class A Common Stock	73,464		73,464	I	By spouse
Class B Common Stock	(1)						(1)	(1)		Class A Common Stock	41,536		41,536	I	By PSLT DE LLC ⁽⁵⁾
Class B Common Stock	(1)						(1)	(1)		Class A Common Stock	115,000		115,000	I	By SMP DE LLC ⁽⁶⁾

Explanation of Responses:

- 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.
- The sales reported in this Form 4 were effected pursuant to a May 9, 2024.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.89 to \$14.17 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.
- 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.
- The Reporting Person and his children are beneficiaries of PSLT DE LLC.
- The Reporting Person's spouse and his children are beneficiaries of SMP DE LLC.

/s/ Andrew Woods, Attorney-in-Fact 08/15/2024

** 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.