
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): December 11, 2023

PubMatic, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation) **001-39748** (Commission File Number) **20-5863224** (I.R.S. Employer Identification Number)

N/A
(Address of Principal Executive Offices) (Zip Code)

N/A
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	PUBM	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2023, upon the recommendation of the Nominating and Corporate Governance Committee (the “*Nominating Committee*”) of the Board of Directors (the “*Board*”) of PubMatic, Inc. (the “*Company*”), the Board approved the appointment of Ramon Jones to the Board effective December 12, 2023, to serve until his successor is duly elected and qualified, or until his death, resignation or removal. Mr. Jones’s term will expire at the Company’s 2024 Annual Meeting of Stockholders. Additionally, the Board approved the appointment of Mr. Jones to the Nominating Committee effective immediately.

There are no arrangements or understandings between Mr. Jones and any other persons pursuant to which Mr. Jones was named as a director. Mr. Jones is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Jones’ compensation shall be consistent with the Company’s policy for non-employee directors, the components of which were disclosed in the Company’s Proxy Statement for its 2023 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 21, 2023, in the section titled “Non-Employee Director Compensation.”

In connection with Mr. Jones’ appointment to the Board, Mr. Jones will execute the Company’s standard form of indemnification agreement for directors, the form of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed on November 13, 2020.

Item 8.01 Other Events.

On December 12, 2023, the Company issued a press release announcing Mr. Jones’ appointment to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated December 12, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 12, 2023

PUBMATIC, INC.

By: /s/ Steve Pantelick
Steve Pantelick
Chief Financial Officer

PubMatic Announces Appointment of Nationwide CMO Ramon Jones to Board of Directors

NO-HEADQUARTERS/REDWOOD CITY, Calif., December 12, 2023 (GLOBE NEWSWIRE) – PubMatic, Inc. (Nasdaq: PUBM), an independent technology company delivering digital advertising’s supply chain of the future, today announced the appointment of Ramon Jones, Executive Vice President and Chief Marketing Officer of Nationwide Mutual Insurance Company, to the PubMatic Board of Directors. Jones brings over three decades of marketing and business operations leadership to his new role at PubMatic.

“I’ve long admired PubMatic’s mission and vision,” said Jones. “I’m honored to join their Board of Directors and look forward to contributing to their success going forward. PubMatic’s innovative approach to digital advertising represents the future of our industry, and our discipline.”

Since joining Nationwide in 2000, Jones has held several leadership positions including Regional Vice President of Nationwide’s Western U.S. operations, Associate Vice President for the Office of the Chief Executive Officer, Marketing leader of Nationwide’s Property & Casualty businesses, and Financial Services Marketing leader. Since being elected CMO in November 2019, Jones has been responsible for brand and marketing strategies, advertising, creative services, social media, and corporate communications. Prior to joining Nationwide, Jones was an engagement manager with Accenture’s financial services strategy practice.

Jones earned a Bachelor of Science degree in finance from Villanova University and a Master of Business Administration degree from the Wharton School at the University of Pennsylvania. He serves on the Board of Directors for the Columbus Regional Airport Authority and the Mount Carmel Foundation. He is additionally a member of the Executive Leadership Council and the Black Executive CMO Alliance.

“We are excited to welcome Ramon to the PubMatic Board,” said PubMatic Founder and Chairman, Amar Goel. “Ramon’s marketing expertise and leadership at a Fortune 100 brand will be incredibly valuable to PubMatic and our clients as we continue to build innovative solutions for the digital advertising supply chain of the future.”

About PubMatic:

PubMatic (Nasdaq: PUBM) is an independent technology company maximizing customer value by delivering digital advertising’s supply chain of the future. PubMatic’s sell-side platform empowers the world’s leading digital content creators across the open internet to control access to their inventory and increase monetization by enabling marketers to drive return on investment and reach addressable audiences across ad formats and devices. Since 2006, our infrastructure-driven approach has allowed for the efficient processing and utilization of data in real-time. By delivering scalable and flexible programmatic innovation, we improve outcomes for our customers while championing a vibrant and transparent digital advertising supply chain.

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