

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>GUPTA NARENDRA</u> _____ (Last) (First) (Middle) C/O PUBMATIC, INC. 3 LAGOON DRIVE, SUITE 180 _____ (Street) REDWOOD CA 94065 CITY _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2020	3. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc.</u> [ PUBM ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	3,749,055	(1)	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	3,779,676	(1)	I	See footnote <sup>(3)</sup>
Series C Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	3,182,237	(1)	I	See footnote <sup>(3)</sup>
Series D Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	872,396	(1)	I	See footnote <sup>(3)</sup>
Series D Prime Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	41,479	(1)	I	See footnote <sup>(3)</sup>

**Explanation of Responses:**

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock will automatically convert into one share of Class B common stock immediately prior to the closing of the Issuer's initial public offering. The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series D Prime Preferred Stock have no expiration date.
- 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 that occurs after the closing of the Issuer's initial public offering, except for certain permitted transfers.
- These securities are held by Nexus India Capital I, L.P. (Nexus Capital). The sole general partner of Nexus Capital is Nexus India Management I, L.P. (Nexus Management), and the sole general partner of Nexus Management is Nexus India Master Management I, Ltd. (Nexus Master). The Reporting Person holds sole voting, and investment power in Nexus Master, and thus may be deemed to hold sole voting and investment power over these shares. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

**Remarks:**

/s/ Narendra K. Gupta 12/08/2020  
 \*\* 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 5 (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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