# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**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

---

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>5. Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
</table>
| Chow Thomas C.  
C/O PUBMATIC, INC.  
601 MARSHALL STREET | PubMatic, Inc. [ PUBM ] | Director  
10% Owner  
General Counsel and Secretary |

<table>
<thead>
<tr>
<th>3. Date of Earliest Transaction (Month/Day/Year)</th>
<th>4. If Amendment, Date of Original Filed (Month/Day/Year)</th>
<th>6. Individual or Joint/Group Filing (Check Applicable Line)</th>
</tr>
</thead>
<tbody>
<tr>
<td>07/01/2022</td>
<td></td>
<td>Form filed by More than One Reporting Person</td>
</tr>
</tbody>
</table>

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/01/2022</td>
<td></td>
<td></td>
<td>M</td>
<td>2,060</td>
<td>A</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 5)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>$0.00(1)</td>
<td>07/01/2022</td>
<td></td>
<td>M</td>
<td>2,060</td>
<td>(2) (3)</td>
<td>Class A Common Stock</td>
<td>2,060</td>
<td>$0.00</td>
<td>28,841</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each RSU represents a right to receive one share of the Issuer's Class A Common Stock at the time of vesting for no consideration.
2. The RSUs vested as to 1/16th of the total shares on April 1, 2022, and 1/16th of the total shares vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
3. RSUs do not expire; they either vest or are canceled prior to the vesting date.

**Remarks:**

/s/ Thomas Chow  
07/06/2022  
**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.**


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.