

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**PubMatic, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**74467Q103**

(CUSIP Number)

**December 31, 2023**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	<b>Amar K. Goel</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER <b>4,796,578(a)(b)</b>
	6	SHARED VOTING POWER <b>0</b>
	7	SOLE DISPOSITIVE POWER <b>4,796,578(a)(b)</b>
	8	SHARED DISPOSITIVE POWER <b>0</b>
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>4,796,578(a)(b)</b>	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>10.4%(c)</b>	
12	TYPE OF REPORTING PERSON <b>IN</b>	

- (a) Each share of Class B common stock is convertible at any time into one share of Class A common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to ten votes and is convertible into one share of Class A common stock.
- (b) Ownership of Class A common stock assumes conversion of all such Reporting Person's shares of Class B common stock into shares of Class A common stock. Represents (i) 1,005 shares of Class A common stock held by the Reporting Person, (ii) 787,934 shares of Class B common stock held by the Marais Irrevocable Trust, of which the Reporting Person's spouse is a beneficiary, and for which the Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein, (iii) 787,900 shares of Class B common stock held by the Tuscan Irrevocable Trust, of which the Reporting Person is a beneficiary, (iv) 1,266,099 shares of Class B common stock held by the Birchwood Trust, of which the Reporting Person and his spouse are the beneficiaries, (v) 556,552 shares of Class B common stock held by the RAJN Trust -A, of which one of the Reporting Person's children is a beneficiary, and for which the Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein, (vi) 556,572 shares of Class B common stock held by the RAJN Trust -N, of which one of the Reporting Person's children is a beneficiary, and for which the Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein, (vii) 443,414 shares of Class B common stock held by the Reporting Person, as custodian for the benefit of his children under the California Uniform Transfers to Minors Act, (viii) 170,452 shares of Class A common stock subject to options held by the Reporting Person that are exercisable within 60 days of December 31, 2023, and (ix) 226,650 shares of Class B common stock subject to options held by the Reporting Person that are exercisable within 60 days of December 31, 2023. As reported by the Issuer to the Reporting Person, there were 8,743,743 shares of Class B common stock issued and outstanding as of December 31, 2023.
- (c) Beneficial ownership percentage is based upon 41,495,010 shares of Class A common stock issued and outstanding as of December 31, 2023, as reported by the Issuer to the Reporting Person. Such percentage is calculated in accordance with Rule 13d-3 based on the aggregate number of shares of Class B common stock beneficially owned by the Reporting Person, assuming conversion of such stock into Class A common stock (and excluding the conversion of shares of Class B common stock held by other persons). Assuming full conversion of all the currently outstanding Class B common stock, the 4,796,578 shares of Class A common stock would represent 9.5% of the total common stock outstanding.

**Item 1(a)** Name of Issuer:

**PubMatic, Inc.**

**Item 1(b)** Address of Issuer's Principal Executive Offices:

**Not applicable.**

**Item 2(a)** Name of Person Filing:

**Amar K. Goel**

**Item 2(b)** Address of Principal Business Office or, If None, Residence

**c/o PubMatic, Inc.  
601 Marshall Street  
Redwood City, CA 94063**

**Item 2(c)** Citizenship:

**United States of America**

**Item 2(d)** Title of Class of Securities:

**Class A Common Stock, par value \$0.0001 per share**

**Item 2(e)** CUSIP Number:

**74467Q103**

**Item 3.** **Not applicable.**

**Item 4.** Ownership

(a) Amount Beneficially Owned:

**See Item 9 on the cover page hereto.**

(b) Percent of Class:

**See Item 11 on the cover page hereto.**

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

**See Item 5 on the cover page hereto.**

(ii) Shared power to vote or direct the vote:

**See Item 6 on the cover page hereto.**

(iii) Sole power to dispose or to direct the disposition of:

**See Item 7 on the cover page hereto.**

(iv) Shared power to dispose or to direct the disposition of:

**See Item 8 on the cover page hereto.**

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- Item 5.**        Ownership of Five Percent or Less of a Class  
**Not applicable.**
- Item 6.**        Ownership of More Than Five Percent on Behalf of Another Person  
**Not applicable.**
- Item 7.**        Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person  
**Not applicable.**
- Item 8.**        Identification and Classification of Members of the Group  
**Not applicable.**
- Item 9.**        Notice of Dissolution of Group  
**Not applicable.**
- Item 10.**      Certifications  
**Not applicable.**
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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2024

By: /s/ Amar K. Goel

Name: Amar K. Goel

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