

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>NEXUS INDIA CAPITAL I L P</u>  (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 1, #260  (Street) MENLO PARK CA 94025  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/11/2020		C		1,000,000	A	\$0.00 <sup>(1)</sup>	1,000,000	D	
Class A Common Stock	12/11/2020		S		1,000,000	D	\$20	0	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)	12/11/2020		C		11,624,843		(1)	(1)	Class A Common Stock	11,624,843	\$0.00 <sup>(1)</sup>	11,624,843	D	
Class B Common Stock	(1)	12/11/2020		C		1,000,000		(1)	(1)	Class A Common Stock	10,624,843	\$0.00 <sup>(1)</sup>	10,624,843	D	
Series A Preferred Stock	(2)	12/11/2020		C		3,749,055		(2)	(2)	Class B Common Stock <sup>(1)</sup>	3,749,055	\$0.00 <sup>(2)</sup>	0	D	
Series B Preferred Stock	(2)	12/11/2020		C		3,779,676		(2)	(2)	Class B Common Stock <sup>(1)</sup>	3,779,676	\$0.00 <sup>(2)</sup>	0	D	
Series C Preferred Stock	(2)	12/11/2020		C		3,182,237		(2)	(2)	Class B Common Stock <sup>(1)</sup>	3,182,237	\$0.00 <sup>(2)</sup>	0	D	
Series D Preferred Stock	(2)	12/11/2020		C		872,396		(2)	(2)	Class B Common Stock <sup>(1)</sup>	872,396	\$0.00 <sup>(2)</sup>	0	D	
Series D Prime Preferred Stock	(2)	12/11/2020		C		41,479		(2)	(2)	Class B Common Stock <sup>(1)</sup>	41,479	\$0.00 <sup>(2)</sup>	0	D	

1. Name and Address of Reporting Person\*  
NEXUS INDIA CAPITAL I L P  
 (Last) (First) (Middle)  
 3000 SAND HILL ROAD, BLDG 1, #260  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Nexus India Management I, LP  
 (Last) (First) (Middle)  
 3000 SAND HILL ROAD, BLDG 1, #260  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Nexus India Master Management I, Ltd

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG 1, #260

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

**Explanation of Responses:**

1. 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.
2. 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 automatically converted 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.

**Remarks:**

/s/ Nexus India Capital I, L.P. by  
Thomas Chow, Attorney-in-Fact  
/s/ Nexus India Management I,  
L.P. by Thomas Chow, Attorney- 12/11/2020  
in-Fact /s/ Nexus India Master  
Management I, L.P. by Thomas  
Chow, Attorney-in-Fact

\*\* 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.**