

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

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>Kumar Mukul</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Engineering</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/08/2020
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			
Class B Common Stock	(1)	(1)	Class A Common Stock	255,000	0.00 <sup>(1)</sup>	D	
Stock Option (Right to buy Class B Common Stock)	(2)	06/07/2021	Class B Common Stock <sup>(1)</sup>	100,000	1.5	D	
Stock Option (Right to buy Class B Common Stock)	(2)	07/07/2026	Class B Common Stock <sup>(1)</sup>	35,417	1.11	D	
Stock Option (Right to buy Class B Common Stock)	(2)	07/07/2026	Class B Common Stock <sup>(1)</sup>	64,583	1.11	D	
Stock Option (Right to buy Class B Common Stock)	(3)	05/01/2027	Class B Common Stock <sup>(1)</sup>	135,000	2.15	D	
Stock Option (Right to buy Class B Common Stock)	(4)	03/13/2028 <sup>(5)</sup>	Class B Common Stock <sup>(1)</sup>	85,000	3.89	D	
Stock Option (Right to buy Class B Common Stock)	(6)	05/20/2029	Class B Common Stock <sup>(1)</sup>	65,000	2.97	D	
Stock Option (Right to buy Class B Common Stock)	(7)	07/28/2030	Class B Common Stock <sup>(1)</sup>	110,000	2.16	D	

## Explanation of Responses:

- 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.
- The options are fully vested.
- The option vests as to 1/48 of the total shares on March 1, 2017, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- The option vests as to 1/48 of the total shares on February 1, 2018, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- This amendment to Form 3 filed on December 8, 2020 reflects a correction to the stock option expiration date.

6. The option vests as to 1/48 of the total shares on February 1, 2019, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

7. The option vests as to 1/48 of the total shares on February 1, 2020, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

**Remarks:**

/s/ Thomas Chow,  
Attorney-in-Fact

12/10/2020

\*\* 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.

**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.**