

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Schedule 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2 (b)**

(Amendment No. 1)\*

**PubMatic, Inc.**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**74467Q103**

(CUSIP Number)

**December 31, 2021**

(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).

---

(Continued on following pages)

Page 1 of 11 Pages  
Exhibit Index Contained on Page 10

---

1	NAME OF REPORTING PERSON August Capital V Special Opportunities, L.P. ("August V SO")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares	
	6	SHARED VOTING POWER 0 shares	
	7	SOLE DISPOSITIVE POWER 0 shares	
	8	SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12	TYPE OF REPORTING PERSON PN		

1	NAME OF REPORTING PERSON August Capital Management V, L.L.C. ("ACM V")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%	
12	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON Howard Hartenbaum ("Hartenbaum")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 129,443 shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 129,443 shares
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 129,443	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3%	
12	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON		
	David M. Hornik ("Hornik")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	U.S. Citizen		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	
		55,792 shares	
	6	SHARED VOTING POWER	
		0 shares	
	7	SOLE DISPOSITIVE POWER	
		55,792 shares	
	8	SHARED DISPOSITIVE POWER	
		0 shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	55,792		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	<input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	0.1%		
12	TYPE OF REPORTING PERSON		
	IN		

1	NAME OF REPORTING PERSON W. Eric Carlborg ("Carlborg")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 267,749 shares
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 267,749 shares
	8	SHARED DISPOSITIVE POWER 0 shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 267,749	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.7%	
12	TYPE OF REPORTING PERSON IN	

ITEM 1(A). NAME OF ISSUER

PubMatic, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3 Lagoon Drive, Suite 180  
Redwood City, CA 94065

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by August Capital V Special Opportunities, L.P. ("August V SO"), August Capital Management V, L.L.C., a Delaware limited liability company ("ACM V"), and Howard Hartenbaum ("Hartenbaum"), David M. Hornik ("Hornik") and W. Eric Carlborg ("Carlborg"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ACM V, the general partner of August V SO, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August V SO.

Hartenbaum and Hornik are members of ACM V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August V SO. Carlborg is a voting party with respect to the issuer's shares and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August V SO.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

August Capital  
893A Folsom Street  
San Francisco, California 94107

ITEM 2(C). CITIZENSHIP

August V SO is a Delaware limited partnership. ACM V is a Delaware limited liability company. Hartenbaum and Hornik are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock  
CUSIP # 74467Q103

ITEM 3. Not Applicable.ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information with respect to the ownership of the Class A Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2021 (based on 40,695,140 shares of Class A Common Stock of the issuer outstanding).

---

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
- (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for each Reporting Person.
- (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for each Reporting Person.
- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of 5 percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreement of August V SO, and the limited liability company agreement of ACM V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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. CERTIFICATION

Not applicable.

---



SIGNATURES

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.

Date: February 14, 2022

AUGUST CAPITAL V SPECIAL OPPORTUNITIES, L.P., a  
Delaware Limited Partnership

AUGUST CAPITAL MANAGEMENT V, L.L.C., a Delaware  
Limited Liability Company

By: /s/ Abigail Hipps  
Abigail Hipps  
Attorney-in-Fact\*

W. ERIC CARLBORG  
HOWARD HARTENBAUM  
DAVID M. HORNIK

By: /s/ Abigail Hipps  
Abigail Hipps  
Attorney-in-Fact\*

\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

---

EXHIBIT INDEX

Exhibit

Found on  
Sequentially  
Numbered Page

[Exhibit A: Agreement of Joint Filing](#)

[11](#)

---

EXHIBIT AAgreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of PubMatic, Inc. shall be filed on behalf of each of the Reporting Persons. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.

---