

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Goel Rajeev K.</u>			2. Issuer Name and Ticker or Trading Symbol <u>PubMatic, Inc. [PUBM]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CHIEF EXECUTIVE OFFICER		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/04/2024</u>					
C/O PUBMATIC, INC. 601 MARSHALL STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street)								
REDWOOD CITY	CA	94063						
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/04/2024		S ⁽¹⁾		19,892 ⁽²⁾	D	\$14.4429 ⁽³⁾	4,330	D	
Class A Common Stock	11/05/2024		C		778	A	⁽⁴⁾	5,108	D	
Class A Common Stock	11/05/2024		S ⁽¹⁾		5,108 ⁽²⁾	D	\$14.5886 ⁽⁵⁾	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					
Stock Option (Right to buy Class B Common Stock)	\$1.11	11/05/2024		M			778	⁽⁶⁾	07/07/2026	Class B Common Stock 778	\$0	542,120	D	
Class B Common Stock	⁽⁴⁾	11/05/2024		M			778	⁽⁴⁾	⁽⁴⁾	Class A Common Stock 778	\$1.11	211,762	D	
Class B Common Stock	⁽⁴⁾	11/05/2024		C			778	⁽⁴⁾	⁽⁴⁾	Class A Common Stock 778	\$0	210,984	D	
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 581,260		581,260	I	See footnote ⁽⁷⁾
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 400,000		400,000	I	See footnote ⁽⁸⁾
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 68,616		68,616	I	See footnote ⁽⁹⁾
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 308,775		308,775	I	See footnote ⁽¹⁰⁾
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 308,775		308,775	I	See footnote ⁽¹⁰⁾
Class B Common Stock	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Class A Common Stock 491,284		491,284	I	See footnote ⁽¹¹⁾

