SEC Form 4

FORM 4

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.

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Glaser Shelagh	PubMatic, Inc. [PUBM]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2024	☑ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
C/O PUBMATIC, INC. 601 MARSHALL STREET		
(Street) REDWOOD CITY CA 94063	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/04/2024	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(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			

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				
Restricted Stock Units	(1)	05/31/2024		A		8,447		(2)	(3)	Class A Common Stock	8,447	$0	8,447	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

2. The RSUs vest in full on the earliest to occur of (a) the first anniversary of the grant date, (b) immediately prior to the Company's annual meeting of stockholders in 2025, (c) the Reporting Person's death or disability, and (d) a change in control of the Issuer. The Reporting Person has elected to defer settlement of the RSUs until the earliest to occur of (i) the third anniversary of the grant date, (ii) the Reporting Person's death or disability, (iii) a change in control of the Issuer, and (iv) the Reporting Person's separation of service from the Issuer. Shares of the Issuer's Class A Common Stock will be delivered to the Reporting Person upon settlement of the RSUs.

3. RSUs do not expire; they either vest or are cancelled prior to vesting date.

Remarks:

This amendment to Form 4 filed on June 4, 2024 reflects a correction to the number of restricted stock units granted to the Reporting Person on May 31, 2024 pursuant to the Issuer's non-employee director compensation program.

/s/ Andrew Woods, Attorney-in-Fact   09/19/2024

** 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.