**United States Securities and Exchange Commission**

**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

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1. **Name and Address of Reporting Person**
   
   van der Zweep Michael
   
   601 MARSHALL STREET
   
   REDWOOD CITY CA 94063

2. **Issuer Name and Ticker or Trading Symbol**
   
   PubMatic, Inc. [ PUBM ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   08/15/2022

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   08/16/2022

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   - Director
   - Officer (give title below)
   - Controller

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/15/2022</td>
<td>M</td>
<td>M</td>
<td>(A)</td>
<td>503</td>
<td>$0.00</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>08/16/2022</td>
<td>D</td>
<td>D</td>
<td>(D)</td>
<td>179</td>
<td>$22.5882(1)</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable (A) or Expiration Date (D)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit (3)</td>
<td>08/15/2022</td>
<td>M</td>
<td>69</td>
<td>(A)</td>
<td>(5)</td>
<td>Class A Common Stock</td>
<td>69</td>
<td>0.00</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Restricted Stock Unit (3)</td>
<td>08/15/2022</td>
<td>M</td>
<td>434</td>
<td>(D)</td>
<td>(5)</td>
<td>Class A Common Stock</td>
<td>433</td>
<td>6.066</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.55 to $22.68, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
3. Each restricted stock unit ("RSU") represents a right to receive one share of the Issuer's Class A Common Stock at the time of vesting for no consideration. Unless otherwise provided, on each vesting date shares of common stock will automatically be sold to satisfy the Reporting Person's tax withholding obligations.
4. The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2021, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
5. RSUs do not expire; they either vest or are canceled prior to the vesting date.
6. The RSUs vest as to 1/16th of the total shares on May 15, 2022, and 1/16th of the total shares will vest quarterly thereafter, subject to the Reporting Person's provision of service to the Issuer.

**Remarks:**

\[/c/ Thomas Chow, Attorney-in-Fact \]

\[08/17/2022\]

**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).

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.