UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2026
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from________to________

Commission File Number: 001-39748

PUBMATIC, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-5863224**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
Not applicable	**Not applicable**
(Address of principal executive offices)	(Zip Code)

Not applicable

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, $0.0001 par value per share	PUBM	The Nasdaq Global Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 30, 2026, the registrant had 37,303,647 shares of Class A common stock outstanding and 8,246,414 shares of Class B common stock outstanding.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PUBMATIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par values)

	June 30, 2026	December 31, 2025
	(unaudited)	
ASSETS		
Current assets		
Cash and cash equivalents	$ 119,971	$ 145,518
Marketable securities	17,536	—
Accounts receivable, net	383,197	358,240
Prepaid expenses and other current assets	17,162	18,889
Total current assets	537,866	522,647
Property, equipment and software - net	58,528	52,657
Operating lease right-of-use assets	34,518	38,149
Acquisition-related intangible assets, net	1,914	2,704
Goodwill	29,577	29,577
Deferred income tax asset	32,128	30,986
Other assets, non-current	5,511	3,475
TOTAL ASSETS	$ 700,042	$ 680,195
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 390,046	$ 343,619
Accrued liabilities	24,230	25,278
Operating lease liabilities, current	7,842	6,953
Total current liabilities	422,118	375,850
Operating lease liabilities, non-current	32,795	36,910
Other liabilities, non-current	6,401	4,846
TOTAL LIABILITIES	461,314	417,606
Commitments and contingencies (Note 8)		
Stockholders' equity		
Preferred stock, $0.0001 par value per share, 10,000 shares authorized as of June 30, 2026 and December 31, 2025; No shares issued and outstanding as of June 30, 2026 and December 31, 2025	—	—
Common stock, $0.0001 par value per share; 1,000,000 Class A shares authorized as of June 30, 2026 and December 31, 2025; 52,673 shares issued and 37,148 shares outstanding as of June 30, 2026; 51,029 shares issued and 38,624 shares outstanding as of December 31, 2025; 1,000,000 Class B shares authorized as of June 30, 2026 and December 31, 2025; 11,400 shares issued and 8,259 shares outstanding as of June 30, 2026; 11,404 shares issued and 8,263 shares outstanding as of December 31, 2025	7	7
Treasury stock, at cost; 18,666 and 15,546 shares as of June 30, 2026 and December 31, 2025, respectively	(223,977)	(193,471)
Additional paid-in capital	341,643	321,062
Accumulated other comprehensive income (loss)	(156)	68
Retained earnings	121,211	134,923
TOTAL STOCKHOLDERS’ EQUITY	238,728	262,589
TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY	$ 700,042	$ 680,195

The accompanying notes are an integral part of these condensed consolidated financial statements.

PUBMATIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	**2025**	**2026**	**2025**
Revenue	$ 78,593	$ 71,095	$ 141,160	$ 134,920
Cost of revenue	25,877	26,612	51,971	52,200
Gross profit	52,716	44,483	89,189	82,720
Operating expenses:				
Technology and development	9,148	9,116	17,134	17,888
Sales and marketing	26,130	25,200	55,095	51,999
General and administrative	16,859	15,628	31,654	30,197
Total operating expenses	52,137	49,944	103,883	100,084
Operating income (loss)	579	(5,461)	(14,694)	(17,364)
Interest income	1,213	1,379	2,428	2,972
Other income (expense), net	89	(1,988)	(964)	(3,002)
Income (loss) before income taxes	1,881	(6,070)	(13,230)	(17,394)
Provision for (benefit from) income taxes	3,083	(862)	482	(2,700)
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)
Basic net loss per share of Class A and Class B stock	$ (0.03)	$ (0.11)	$ (0.29)	$ (0.31)
Diluted net loss per share of Class A and Class B stock	$ (0.03)	$ (0.11)	$ (0.29)	$ (0.31)
Weighted-average shares used to compute net loss per share attributable to common stockholders:				
Basic	46,106	47,185	46,611	47,763
Diluted	46,106	47,185	46,611	47,763

The accompanying notes are an integral part of these condensed consolidated financial statements.

PUBMATIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)
Other comprehensive income (loss):				
Unrealized loss on marketable securities, net of tax	(4)	(9)	(4)	(31)
Net change in foreign currency translation adjustment	(66)	536	(220)	828
Comprehensive loss	$ (1,272)	$ (4,681)	$ (13,936)	$ (13,897)

The accompanying notes are an integral part of these condensed consolidated financial statements.

PUBMATIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount					
Balance as of December 31, 2025	46,887	$ 7	$ (193,471)	$ 321,062	$ 68	$ 134,923	$ 262,589
Stock-based compensation	—	—	—	9,423	—	—	9,423
Exercise of stock options	276	—	—	477	—	—	477
Repurchase of shares	(1,049)	—	(8,825)	—	—	—	(8,825)
Issuance of common stock related to employee stock purchase plan	—	—	—	—	—	—	—
Issuance of common stock related to RSU vesting	446	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(154)	—	(154)
Net loss	—	—	—	—	—	(12,510)	(12,510)
Balance as of March 31, 2026	46,560	7	(202,296)	330,962	(86)	122,413	251,000
Stock-based compensation	—	—	—	9,220	—	—	9,220
Exercise of stock options	245	—	—	407	—	—	407
Repurchase of shares	(2,070)	—	(21,681)	—	—	—	(21,681)
Issuance of common stock related to employee stock purchase plan	137	—	—	1,054	—	—	1,054
Issuance of common stock related to RSU vesting	535	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(70)	—	(70)
Net loss	—	—	—	—	—	(1,202)	(1,202)
Balance as of June 30, 2026	45,407	$ 7	$ (223,977)	$ 341,643	$ (156)	$ 121,211	$ 238,728

The accompanying notes are an integral part of these condensed consolidated financial statements.

	Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount					
Balance as of December 31, 2024	48,101	$ 6	$ (146,796)	$ 275,304	$ (636)	$ 149,385	$ 277,263
Stock-based compensation	—	—	—	10,604	—	—	10,604
Exercise of stock options	202	—	—	563	—	—	563
Repurchase of shares	(339)	—	(3,613)	—	—	—	(3,613)
Issuance of common stock related to RSU vesting	353	—	—	—	—	—	—
Other comprehensive income	—	—	—	—	270	—	270
Net loss	—	—	—	—	—	(9,486)	(9,486)
Balance as of March 31, 2025	48,317	6	(150,409)	286,471	(366)	139,899	275,601
Stock-based compensation	—	—	—	10,674	—	—	10,674
Exercise of stock options	272	—	—	611	—	—	611
Repurchase of shares	(3,514)	—	(40,278)	—	—	—	(40,278)
Issuance of common stock related to employee stock purchase plan	136	—	—	1,357	—	—	1,357
Issuance of common stock related to RSU vesting	447	—	—	—	—	—	—
Other comprehensive income	—	—	—	—	527	—	527
Net loss	—	—	—	—	—	(5,208)	(5,208)
Balance as of June 30, 2025	45,658	$ 6	$ (190,687)	$ 299,113	$ 161	$ 134,691	$ 243,284

The accompanying notes are an integral part of these condensed consolidated financial statements.

PUBMATIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2026	2025
OPERATING ACTIVITIES:		
Net loss	$ (13,712)	$ (14,694)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	19,995	23,537
Stock-based compensation	16,835	19,499
Deferred income taxes	(1,143)	(9,024)
Accretion of discount on marketable securities	(110)	(819)
Non-cash operating lease expense	3,591	3,710
Other	(305)	(278)
Changes in operating assets and liabilities:		
Accounts receivable	(24,957)	41,412
Prepaid expenses and other assets	4,046	(340)
Accounts payable	36,558	(25,865)
Accrued liabilities	(1,738)	(5,559)
Operating lease liabilities	(3,188)	(1,328)
Other liabilities, non-current	1,633	275
Net cash provided by operating activities	37,505	30,526
INVESTING ACTIVITIES:		
Purchases of property and equipment	(2,966)	(2,781)
Capitalized software development costs	(10,171)	(11,180)
Purchases of marketable securities	(17,429)	(26,026)
Proceeds from maturities of marketable securities	—	39,859
Purchase of equity investments	(3,500)	—
Net cash used in investing activities	(34,066)	(128)
FINANCING ACTIVITIES:		
Proceeds from issuance of common stock for employee stock purchase plan	1,054	1,357
Proceeds from exercise of stock options	884	1,174
Principal payments on finance lease obligations	(75)	(70)
Payments to acquire treasury stock	(30,500)	(43,649)
Net cash used in financing activities	(28,637)	(41,188)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(25,198)	(10,790)
Effect of foreign exchange rates on cash and cash equivalents	(349)	814
CASH AND CASH EQUIVALENTS - Beginning of period	145,518	100,452
CASH AND CASH EQUIVALENTS - End of period	$ 119,971	$ 90,476
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Income taxes paid	$ 2,119	$ 7,219
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION:		
Stock-based compensation capitalized as internal-use software costs	$ 1,808	$ 1,779
Property and equipment included in accounts payable and accrued liabilities	$ 9,880	$ 1,212
Capitalized software costs included in accounts payable and accrued liabilities	$ 1,367	$ 1,517

The accompanying notes are an integral part of these condensed consolidated financial statements.

PUBMATIC, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Organization and Description of Business

PubMatic, Inc. (together with its subsidiaries, the “Company” or “PubMatic”) was founded in 2006. The Company has offices worldwide. The Company provides a specialized cloud infrastructure platform that enables real-time programmatic advertising transactions. The purpose-built technology and infrastructure provides superior outcomes for both publishers and advertisers leveraging an efficient design, machine learning, and data processing capabilities, with customer alignment and global omnichannel reach.

Note 2 – Basis of Presentation and Summary of Significant Accounting Policies

Fiscal Year

The Company’s fiscal year ends on December 31, and its fiscal quarters end on March 31, June 30, September 30, and December 31. References to fiscal year 2026, for example, refer to the fiscal year ending December 31, 2026.

Unaudited Interim Condensed Consolidated Financial Information

The unaudited condensed consolidated financial statements include the accounts of PubMatic, Inc. and its wholly owned subsidiaries, and have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and following the requirements of the Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by GAAP can be condensed or omitted. These financial statements have been prepared on the same basis as the Company’s annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for the fair statement of the Company’s financial information. These interim results are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2026 or for any other interim period or for any other future year. The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the audited consolidated financial statements and the related notes contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed with the SEC on February 26, 2026 (the “Annual Report”).

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with GAAP. The accompanying condensed consolidated financial statements include the accounts of PubMatic, Inc. and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses.

The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could materially differ from those estimates and assumptions. Due to the inherent uncertainty involved in making assumptions and estimates, events and changes in circumstances arising after June 30, 2026 may result in actual outcomes that differ from those contemplated by the Company’s assumptions and estimates.

Equity Investments

The Company holds strategic investments in privately held, non-marketable equity securities. The Company’s non-marketable equity investments are without a readily determinable fair value and therefore are accounted for using the measurement alternative. Non-marketable equity investments accounted for using the measurement alternative are recorded at cost, less any impairment, and are adjusted for changes in fair value resulting from observable transactions for identical or similar investments of the same issuer as of the respective transaction dates.

The Company periodically reviews its non-marketable equity investments for impairment. When indicators of impairment exist and the estimated fair value of an investment is below its carrying amount, a write down of the investment to its fair value is recorded in other income (expense), net in the condensed consolidated statements of operations.

Concentration of Revenue and Accounts Receivable

The Company defines its revenue concentration based on revenue recognized from individual publishers. For the three and six months ended June 30, 2026 and 2025, no publisher represented more than 10% of the Company's revenue. As of June 30, 2026, three buyers accounted for 29%, 15%, and 15%, respectively, of accounts receivable. As of December 31, 2025, three buyers accounted for 24%, 16%, and 14%, respectively, of accounts receivable.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable are recorded at the invoiced amount, are unsecured, and do not bear interest. The allowance for credit losses is based on the best estimate of the amount of probable credit losses in existing accounts receivable. The allowance for credit losses is determined based on historical collection experience and the review in each period of the status of the then outstanding accounts receivable, while taking into consideration current customer information, collection history, and other relevant data. Account balances are written off against the allowance when the Company believes it is probable the receivable will not be recovered.

The following table presents the changes in the allowance for credit losses (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Allowance for credit losses, beginning balance	$ 1,018	$ 1,018	$ 1,018	$ 1,018
Increase in provision for expected credit losses	—	—	—	—
Write-offs	—	—	—	—
Allowance for credit losses, ending balance	$ 1,018	$ 1,018	$ 1,018	$ 1,018

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU 2025-05 "Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses for Accounts Receivable and Contract Assets" ("ASU 2025-05"), which provides a practical expedient to measure credit losses on current accounts receivable. The practical expedient allows companies to assume that current conditions as of the balance sheet date do not change for the remaining life of the asset when measuring credit losses. ASU 2025-05 is effective for annual periods beginning after December 15, 2025 and for interim periods within those annual reporting periods on a prospective basis. The Company adopted ASU 2025-05 on January 1, 2026. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03 "Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses", requiring public entities to disclose additional information about specific expense categories in the notes to the financial statements on an interim and annual basis. ASU 2024-03 will be effective for fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact adopting ASU 2024-03 will have on its financial statement disclosures.

In September 2025, the FASB issued ASU 2025-06, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software" ("ASU 2025-06"), simplifies the capitalization guidance by removing all references to prescriptive and sequential software development project stages so that the guidance is neutral to different software development methods. ASU 2025-06 will be effective for annual periods beginning after December 15, 2027. The Company is currently evaluating the impact of this accounting standard on its consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU No. 2025-11, "Interim Reporting (Topic 270): Narrow-Scope Improvements" ("ASU 2025-11"), which clarifies interim disclosure requirements and the applicability of Topic 270. The guidance will be effective for interim periods beginning January 1, 2028. Early adoption is permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. The Company does not expect the adoption of this guidance to have a material impact on its consolidated financial statements and disclosures.

Note 3 – Fair Value Measurements

The following tables set forth the fair value of the Company's financial assets and liabilities measured on a recurring basis by level within the fair value hierarchy (in thousands):

	June 30, 2026			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Money market funds	$ 63,434	$ —	$ —	$ 63,434
Commercial paper	—	7,560	—	7,560
Certificates of deposit	—	5,688	—	5,688
Cash equivalents	63,434	13,248	—	76,682
Commercial paper	—	17,536	—	17,536
Marketable securities	—	17,536	—	17,536
Equity investments	—	—	3,500	3,500
Non-current asset	—	—	3,500	3,500
Total financial assets	$ 63,434	$ 30,784	$ 3,500	$ 97,718

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Money market funds	$ 104,294	$ —	$ —	$ 104,294
Certificates of deposit	—	16,865	—	16,865
Cash equivalents	104,294	16,865	—	121,159
Total financial assets	$ 104,294	$ 16,865	$ —	$ 121,159

The Company's financial assets consist of Level 1, Level 2, and Level 3 assets. The Company classifies its cash equivalents within Level 1 or Level 2 because they are valued using either quoted market prices or inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded. Certain other assets are classified within Level 3 because factors used to develop the estimated fair value are unobservable inputs that are not supported by market activity.

Note 4 – Balance Sheet Components

Marketable Securities

The following tables summarize the Company's marketable securities by significant investment categories (in thousands):

	June 30, 2026			
	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Commercial paper	$ 17,539	$ —	$ (3)	$ 17,536
Total	$ 17,539	$ —	$ (3)	$ 17,536

There were no marketable securities as of December 31, 2025. The remaining contractual maturity of all marketable securities was within one year as of June 30, 2026. Realized gains and losses were not material for the six months ended June 30, 2026 and 2025. As of June 30, 2026 and 2025, there were no securities that were in an unrealized loss position for more than twelve months.

Property, Equipment and Software, Net

Property, equipment and software, net consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Internal-use software	$ 99,751	$ 89,161
Network hardware, computer equipment and software	161,856	151,276
Leasehold improvements	7,583	7,553
Furniture and fixtures	2,427	2,534
Property, equipment and software, gross	271,617	250,524
Less: accumulated depreciation and amortization	(213,089)	(197,867)
Total property, equipment and software, net	$ 58,528	$ 52,657

Depreciation and amortization expense related to property, equipment, and software (excluding amortization of internal-use software) was $3.6 million and $5.7 million for the three months ended June 30, 2026 and 2025, respectively, and $7.1 million and $11.5 million for the six months ended June 30, 2026 and 2025, respectively.

The Company capitalized $5.2 million and $6.0 million in software development costs during the three months ended June 30, 2026 and 2025, respectively, and $10.6 million and $12.1 million for the six months ended June 30, 2026 and 2025, respectively. Amortization expense of internal-use software was $6.0 million and $5.7 million during the three months ended June 30, 2026 and 2025, respectively, and $12.1 million and $11.2 million for the six months ended June 30, 2026 and 2025, respectively. These costs are included within cost of revenue in the condensed consolidated statements of operations.

The Company did not recognize any impairment charges on its long-lived assets during the six months ended June 30, 2026 and 2025.

Accounts Payable

Accounts payable consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Payable to publishers	$ 351,543	$ 319,482
Trade and other payables	38,503	24,137
Total accounts payable	$ 390,046	$ 343,619

Accrued Liabilities

Accrued liabilities consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Accrued compensation	$ 17,065	$ 19,583
Accrued and other current liabilities	7,165	5,695
Total accrued liabilities	$ 24,230	$ 25,278

Note 5 – Senior Secured Credit Facilities Agreement

On October 17, 2022, the Company entered into a Senior Secured Credit Facilities Credit Agreement (the “Credit Agreement”) with the several lenders parties thereto (the “Lenders”), and Silicon Valley Bank (“SVB”), as administrative agent, lead arranger, issuing lender, and swingline lender. The Credit Agreement matures on October 17, 2027.

The Credit Agreement provides a revolving credit facility in an aggregate principal amount of $110.0 million (“the Revolving Credit Facility”), including a $25.0 million letter of credit sub-facility and a $25.0 million swingline sub-facility. The Company’s obligations under the Revolving Credit Facility and the letter of credit sub-facility (described in Note 8) with SVB are secured by substantially all of its assets excluding its intellectual property. The Company may, subject to certain customary conditions, on one or more occasions increase commitments under the Revolving Credit Facility in an amount not to exceed $90.0 million in the aggregate (the “Incremental Facility”). Each Lender will have discretion to determine whether it will participate in any Incremental Facility.

Borrowings under the Revolving Credit Facility will accrue interest at rates equal, at the Company's election, to (i) the applicable secured overnight financing rate ("SOFR"), plus the applicable margin for such loans, or (ii) the alternate base rate ("ABR"), which is defined as the highest of (a) the prime rate in effect from time to time, (b) the federal funds effective rate in effect from time to time plus 0.50%, and (c) the adjusted term SOFR for a one (1) month tenor in effect from time to time plus 1.00%, plus the applicable margin for such loans. The applicable margin for borrowings bearing interest on the SOFR ranges from 2.00% to 2.75%, and the applicable margin for borrowings bearing interest based on the ABR ranges from 1.00% to 1.75%. As of June 30, 2026, the applicable interest rate under the revolving credit facility was 7.75%. The Company will pay a quarterly commitment fee during the term of the Credit Agreement for the non-use of available funds ranging from 0.25% to 0.35%. In addition, the Credit Agreement provides a mechanism to determine a successor reference rate to the applicable reference rate if, among other things, the applicable reference rate becomes unavailable or is generally replaced as a benchmark interest rate.

The Credit Agreement contains customary representations and warranties as well as customary affirmative and negative covenants. Negative covenants include, among others, limitations on incurrence of indebtedness, liens, disposition of property and investments by the Company and its subsidiaries. In addition, the Credit Agreement requires the Company to maintain certain interest coverage, leverage and senior leverage ratios. To date, the Company is in compliance with the affirmative and negative covenants.

The Credit Agreement contains customary events of default. Upon the occurrence and during the continuance of an event of default, the Lenders may declare the outstanding advances and all other obligations under the Credit Agreement immediately due and payable.

The Company may use amounts borrowed under the Credit Agreement for general corporate purposes or working capital financing. The Company may borrow additional amounts under the Credit Agreement from time to time as opportunities and needs arise. As of June 30, 2026, the Company has not drawn down on the credit facility.

Following the SVB closure by the California Department of Financial Protection and Innovation on March 10, 2023, and its subsequent receivership by the Federal Deposit Insurance Corporation ("FDIC"), the FDIC announced that all of SVB's deposits and substantially all of its assets had been transferred to a newly created, full-service FDIC-operated bridge bank, Silicon Valley Bridge Bank, N.A. ("SVBB"). On March 27, 2023, First Citizens Bank & Trust Company ("First Citizens") acquired substantially all of the loans and certain other assets of the former SVB, and assumed all customer deposits and certain other liabilities of the former SVB. As such, First Citizens assumed SVB's obligations under the Credit Agreement.

Note 6 – Leases

Operating lease cost is recognized on a straight-line basis over the lease term. Finance lease cost is recognized as a combination of the amortization expense for the right-of-use assets and interest expense for the outstanding lease liabilities, and results in a front-loaded expense pattern over the lease term. Short-term and variable lease costs are not material to the Company's condensed consolidated financial statements.

The components of lease cost were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Operating lease cost	$ 2,541	$ 2,646	$ 5,051	$ 5,013
Finance lease cost	45	46	90	92
Total lease cost	$ 2,586	$ 2,692	$ 5,141	$ 5,105

As of June 30, 2026, a weighted average discount rate of 5.43% and 2.24% has been applied to the remaining operating and finance lease payments, respectively, to calculate the lease liabilities included within the condensed consolidated balance sheets. The weighted average remaining lease term of operating and finance leases is 7.3 and 1.8 years, respectively, as of June 30, 2026.

As of June 30, 2026, the maturities of lease liabilities under operating and finance leases were as follows (in thousands):

	Operating Leases	Finance Leases	Total
Remainder of 2026	$ 4,858	$ 77	$ 4,935
2027	9,871	158	10,029
2028	6,464	40	6,504
2029	4,855	—	4,855
2030	4,068	—	4,068
Thereafter	20,383	—	20,383
Total minimum lease payments	50,499	275	50,774
Less: imputed interest	(9,862)	(5)	(9,867)
Total present value of lease liabilities	$ 40,637	$ 270	$ 40,907

Note 7 – Acquisition-related Intangible Assets, Net

Acquisition-related Intangible Assets, Net

Acquisition-related intangible assets, net consisted of the following (in thousands):

	June 30, 2026		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	$ 7,900	$ 5,986	$ 1,914
Total acquisition-related intangible assets	$ 7,900	$ 5,986	$ 1,914

	December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	$ 7,900	$ 5,196	$ 2,704
Total acquisition-related intangible assets	$ 7,900	$ 5,196	$ 2,704

The weighted average remaining useful life of developed technology was 1.25 years as of June 30, 2026. Amortization expense related to acquisition-related intangibles was $0.4 million for each of the three months ended June 30, 2026 and 2025, and $0.8 million for each of the six months ended June 30, 2026 and 2025.

As of June 30, 2026, estimated future amortization expense for acquisition-related intangible assets was as follows (in thousands):

Remainder of 2026	$ 790
2027	1,124
Total estimated future amortization expense for acquisition-related intangible assets	$ 1,914

Note 8 – Commitments and Contingencies

Purchase Obligations

The Company's purchase obligations primarily relate to minimum contractual payments due to data center providers. During the six months ended June 30, 2026, there were no material changes to the Company's non-cancelable purchase obligations disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Letters of Credit

As of June 30, 2026 and December 31, 2025, the Company had three irrevocable letters of credit outstanding related to non-cancelable facilities leases in the amounts of $3.5 million, $1.5 million, and $0.2 million, with annual automatic renewal and final expiration dates in July 2028, April 2036, and September 2031, respectively.

Legal Matters

From time to time, the Company is or may be involved in various claims and other legal matters arising in the normal course of business. The Company records an accrual for a liability relating to claims and other legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Any such accruals are reviewed at least quarterly and adjusted for the impacts of negotiations, rulings, settlements, and other information or events pertaining to a particular matter, or on the advice of legal counsel. To date, the Company has not incurred a material loss, or a material loss in excess of a recorded accrual, with respect to any claims and other legal matters arising in the normal course of business. However, the outcomes of claims and other legal matters are inherently unpredictable and subject to significant uncertainties. If the Company subsequently concludes that there is a reasonable possibility that a loss exceeding amounts already recognized may be incurred, and the amount of such additional loss would be material, the Company will either disclose the estimated additional loss or state that such an estimate cannot be made.

Indemnification

In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties and provide for general indemnification. The Company's exposure under these agreements is unknown because it involves future claims that may be made against the Company, but have not yet been made. To date, the Company has not paid any material claims or been required to defend any actions related to its indemnification obligations. However, the Company may record charges in the future as a result of these indemnification obligations. In addition, the Company has indemnification agreements with certain of its directors and executive officers that require it, among other things, to indemnify them against certain liabilities that may arise due to their status or service as directors or officers of the Company. The terms of such obligations may vary.

Executive Transition

In May 2026, the Company entered into a Transition and Amending Agreement with Paulina Klimenko, its then Chief Growth Officer, providing for her continued employment through a July 17, 2026 separation date. The agreement provides a bonus opportunity, prorated for 2026 performance, contingent on continued service through separation and execution of a general release, in lieu of severance under her prior retention agreement. No amounts were accrued under the agreement as of June 30, 2026.

Note 9 – Stockholders' Equity and Equity Incentive Plans

Share Repurchases

In February 2023, the Company's board of directors authorized the Company to repurchase up to $75 million of its Class A common stock (as amended, the "2023 Repurchase Program"). In February 2024, the Company's board of directors authorized the Company to repurchase up to an additional $100 million of its Class A common stock under the 2023 Repurchase Program (the "2024 Repurchase Program Extension") in addition to the $75 million previously authorized under the 2023 Repurchase Program, and extended the expiration of the 2023 Repurchase Program to December 31, 2025. In May 2025, the Company's board of directors authorized the Company to repurchase up to an additional $100 million of its Class A common stock under the 2023 Repurchase Program (the "2025 Repurchase Program Extension") in addition to the aggregate $175 million previously authorized under the 2023 Repurchase Program, and extended the expiration of the 2023 Repurchase Program to December 31, 2026. As of June 30, 2026, $63.6 million remains available for repurchases. Shares are repurchased in a manner deemed in the best interest of the Company and its stockholders, dependent upon business, economic and market conditions, corporate and regulatory requirements, prevailing stock prices and other considerations.

During the six months ended June 30, 2026, the Company repurchased 3,118,823 aggregate shares of Class A common stock for $30.3 million.

Repurchases are executed from time to time, subject to general business and market conditions and other investment opportunities, through open market purchases or privately negotiated transactions, in accordance with Rule 10b-18 and/or Rule 10b5-1 of the Exchange Act. The 2023 Repurchase Program, as amended, is scheduled to terminate on December 31, 2026.

Equity Incentive Plans

The Company maintains the 2020 Equity Incentive Plan ("2020 Plan"), pursuant to which the Company may grant stock options, restricted stock awards, stock appreciation rights, restricted stock units ("RSUs"), deferred stock units ("DSUs"), performance awards, and stock bonus awards. As of June 30, 2026, the Company has reserved 4,713,401 shares of Class A common stock for the issuance of awards under the 2020 Plan. These available shares will increase automatically on January 1 for each of the first ten calendar years during the term of the 2020 Plan by the number of shares equal to the lesser of five percent (5%) of the aggregate number of outstanding shares of all classes of the Company's common stock outstanding as of the immediately preceding December 31, or a number as may be determined by the Company's board of directors or compensation committee. No new awards were issued under the Company's prior 2006 Plan or 2017 Plan ("Prior Plans") after the effective date of the 2020 Plan. To the extent outstanding awards under the 2006 Plan and the 2017 Plan are forfeited, expire unexercised, or would otherwise have been returned to the share reserve under the Prior Plans, the shares of Class B common stock subject to such awards instead will be available for future issuance as Class A common stock under the 2020 Plan.

Stock Options

The following table summarizes stock option activity and related information under the Company's equity incentive plans:

	Stock Options			
	Number of Shares Underlying Outstanding Options (in thousands)	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2025	7,788	$ 12.26	5.67	$ 19,475
Options granted	485	6.29		
Options exercised	(521)	1.70		
Options canceled	(404)	12.90		
Options expired	(4)	14.36		
Outstanding as of June 30, 2026	7,344	$ 12.58	5.41	$ 29,310
Vested and exercisable as of June 30, 2026	5,838	$ 12.27	4.68	$ 27,382

As of June 30, 2026, unrecognized stock-based compensation of $11.3 million related to unvested stock options will be recognized on a straight-line basis over a weighted average period of 1.95 years.

Restricted Stock Units

The following table summarizes RSU activity and related information under the Company's 2020 Plan:

	RSUs	
	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value per Share
Unvested as of December 31, 2025	3,677	$ 15.85
Granted	3,448	6.64
Vested	(981)	15.90
Canceled or forfeited	(520)	12.67
Unvested as of June 30, 2026	5,624	$ 10.52

As of June 30, 2026, unrecognized stock-based compensation of $51.2 million related to unvested RSUs will be recognized on a straight-line basis over a weighted average period of 2.57 years.

2020 Employee Stock Purchase Plan

In November 2020, the Company's board of directors adopted, and its stockholders approved, the 2020 Employee Stock Purchase Plan ("ESPP"), which became effective in connection with the Company's initial public offering. A total of 500,000 shares of the Company's Class A common stock were initially reserved for issuance under the ESPP. The aggregate number of shares reserved for issuance under the ESPP will increase automatically on January 1st of each of the first ten calendar years during the term of the ESPP by the number of shares equal to the lesser of (a) 1% of the total outstanding shares of all classes of the Company's common stock as of the immediately preceding December 31 and (b) such number of shares of common stock as determined by the Company's board of directors. The aggregate number of shares issued over the term of the ESPP may not exceed 7,500,000 shares of Class A common stock. As of June 30, 2026, the Company has reserved 2,352,578 shares of its common stock for issuance under the ESPP.

As of June 30, 2026, $0.2 million has been withheld on behalf of employees for a future purchase under the ESPP due to the timing of payroll deductions and is included in accrued liabilities. For the six months ended June 30, 2026 and 2025, 137,316 and 136,438 shares of our Class A common stock were purchased under the ESPP, respectively.

As of June 30, 2026, unrecognized stock-based compensation expense related to the ESPP was $0.8 million, which is expected to be recognized over a weighted-average period of 0.87 years.

Stock-Based Compensation

Total stock-based compensation expense recognized in the condensed consolidated statements of operations was as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Cost of revenue	$ 357	$ 474	$ 741	$ 948
Technology and development	1,055	1,628	2,084	3,213
Sales and marketing	2,605	3,465	5,662	6,928
General and administrative	4,330	4,234	8,348	8,410
Total stock-based compensation expense	$ 8,347	$ 9,801	$ 16,835	$ 19,499

Note 10 – Net Loss Per Share

The Company has two classes of common stock, Class A and Class B. Basic and diluted earnings per share ("EPS") attributable to common stockholders for Class A and Class B common stock were the same because they were entitled to the same liquidation and dividend rights.

The following table sets forth the computation of the Company's basic and diluted net loss per share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Numerator:				
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)
Denominator:				
Weighted average shares outstanding – basic and diluted	46,106	47,185	46,611	47,763
Net loss per share – basic and diluted	$ (0.03)	$ (0.11)	$ (0.29)	$ (0.31)

The following weighted-average outstanding shares of common stock equivalents were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been anti-dilutive (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Options to purchase common stock	4,346	4,599	4,558	4,381
Unvested restricted stock units	591	2,490	1,207	1,776
Total common stock equivalents excluded from net loss per share – diluted	4,937	7,089	5,765	6,157

Note 11 – Income Taxes

The Company has historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the annual effective tax rate ("AETR") for the full fiscal year to "ordinary" income or loss (pretax income or loss excluding unusual or infrequently occurring discrete items) for the reporting period. The Company has determined the historical method would not provide a reliable estimate for the fiscal six months ended June 30, 2026. Therefore, the discrete effective tax rate method has been used to calculate taxes for the fiscal six months ended June 30, 2026.

The Company recorded a provision for income taxes of $3.1 million and a benefit from income taxes of $0.9 million for the three months ended June 30, 2026 and 2025, respectively, and a provision for income taxes of $0.5 million and a benefit from income taxes of $2.7 million for the six months ended June 30, 2026 and 2025, respectively.

The effective income tax rate was 164% and 14% for the three months ended June 30, 2026 and 2025, respectively, and (4)% and 16% for the six months ended June 30, 2026 and 2025, respectively. The provision for income taxes for the six months ended June 30, 2026 is primarily related to tax expense from nondeductible stock-based compensation and Section 162(m) limitation on the tax deductibility of officers' compensation, partially offset by the tax benefits from research tax credits and deductions for equity awards.

Realization of the Company's deferred tax assets is dependent primarily on the generation of future taxable income. In considering the need for a valuation allowance, the Company considers its historical, as well as future projected, taxable income along with other objectively verifiable evidence. Objectively verifiable evidence includes the Company's realization of tax attributes, assessment of tax credits, and utilization of net operating loss carryforwards during the year.

Note 12 – Segment and Geographical Information

Segment Information

Operating segments are components of an enterprise for which separate financial information is available and evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer.

The primary measure of segment profit or loss is consolidated net income (loss) as presented below and is used by the CODM for purposes of allocating resources and evaluating financial performance. The Company has one business activity and there are no segment managers accountable for operations, operating results beyond revenue or gross profit, or plans for levels or components below the consolidated unit level. Accordingly, the Company has one single reporting segment.

The following table presents selected financial information with respect to the Company's single operating segment for the three and six months ended June 30, 2026 and 2025 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenues	$ 78,593	$ 71,095	$ 141,160	$ 134,920
Less:				
Employee compensation[1]	48,677	48,575	96,251	96,132
Depreciation and amortization expense	10,007	11,861	19,995	23,537
Other segment items[2]	19,330	16,120	39,608	32,615
Operating income (loss)	579	(5,461)	(14,694)	(17,364)
Other income (expense)				
Interest income	1,213	1,379	2,428	2,972
Other income (expense), net	89	(1,988)	(964)	(3,002)
Income (loss) before income taxes	1,881	(6,070)	(13,230)	(17,394)
Provision for (benefit from) income taxes	3,083	(862)	482	(2,700)
Segment net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)

(1) Employee compensation includes employee payroll, share-based compensation, bonus, and employee benefits for medical care, retirement, insurances, and other related expenses.
(2) Other segment items includes costs and expenses from operation of the Company's data centers, professional services, facilities, marketing, and other related expenses.

Geographical Information

The following table presents total revenue by geographic area based on the publisher's billing address (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
United States	$ 41,564	$ 39,354	$ 75,015	$ 77,487
EMEA	24,985	24,029	45,936	42,877
APAC	10,322	6,258	17,181	11,640
Rest of the world	1,722	1,454	3,028	2,916
Total	$ 78,593	$ 71,095	$ 141,160	$ 134,920

No other country besides the United States represented more than ten percent of total revenue during the three and six months ended June 30, 2026 and 2025.

The following table presents long-lived assets, net, which consist primarily of property and equipment and operating lease right-of-use assets, by geographic area (in thousands):

	June 30, 2026	December 31, 2025
United States	$ 81,043	$ 78,203
Rest of the world	12,003	12,603
Total	$ 93,046	$ 90,806

Note 13 – 401(k) Plan

The Company has a 401(k) Savings Plan (the "401(k) Plan") that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, participating employees may elect to contribute up to 100% of their eligible compensation, subject to certain limitations. The 401(k) Plan provides for a discretionary employer matching contribution. The Company made $0.9 million in matching contributions to the 401(k) Plan for each of the six months ended June 30, 2026 and 2025.

Note 14 – Subsequent Event

On August 6, 2026, the Company announced the future planned retirement of Steven Pantelick, its Chief Financial Officer. Additional information regarding this transition is set forth in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2026.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally are identified by the words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "plan," "expect," and similar expressions. Examples of forward-looking statements include, but are not limited to, statements we make regarding our ability to maintain our growth and profitability, our ability to attract and retain publishers, and our expectations concerning the advertising industry.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q to conform these statements to actual results or to changes in our expectations, except as required by law.

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q, and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC").

Overview

We are an independent, artificial intelligence-powered advertising technology company that delivers digital advertising performance. Our mission is to fuel the endless potential of internet content creators and to enable a thriving, advertisement-funded digital ecosystem where global audiences can gain free or affordable access to information and entertainment.

Our integrated technology platform connects buyers, publishers, data providers, and commerce media networks on a single, unified platform, to deliver advertising performance, control, transparency and efficiency. Our platform empowers the world's leading digital content creators (which we collectively refer to as "publishers") to maximize monetization of their advertising inventory and audiences and provides control and transparency to groups that include advertisers, agencies, agency trading desks, and demand side platforms ("DSPs") (which we collectively refer to as "buyers").

We continue to focus on the strengths that we believe provide us with long-term competitive advantages. These strengths include our global, omnichannel reach which targets a diverse set of publishers touching many ad formats and digital device types, including mobile app, mobile web, desktop, display, video, over-the-top video/connected TV ("OTT/CTV"), and rich media. Additionally, as an independent infrastructure provider prioritizing transparency, we can be more closely aligned with both publishers and buyers which has enabled us to create bespoke products that meet our customers' needs. We have also maintained a demonstrated track record of stability and agility to address changes in market conditions and provide superior outcomes for both publishers and buyers. Finally, we have designed our technology to efficiently process real-time advertising transactions while leveraging data to optimize outcomes for publishers and buyers. We own and operate our software and hardware infrastructure globally, which saves significant infrastructure expenditures as compared to public cloud alternatives.

Industry Trends and Macroeconomic Factors

The digital advertising ecosystem continues to evolve and adapt at a rapid pace. Some noted trends include the continued growth of digital media across multiple platforms, an increased focus on performance driven media, and a desire for transparency and control throughout the supply chain from both the buyers and publishers. In addition, rapidly evolving data and privacy regulations and industry standards continue to impact our business.

Additionally, recent macroeconomic uncertainty, including impacts from the ongoing conflict in the Middle East and resulting disruption to international trade and energy markets, adopted or proposed changes in the trade policies and tariff rates of the United States and international trade partners, slowing domestic growth, economic recession concerns, interest rate fluctuations, volatility in domestic and international equity and debt markets, foreign currency fluctuation and weakening of the U.S. Dollar, and persistent inflation in the U.S. and other markets globally, continue to create economic volatility and dislocation in the capital and credit markets in the U.S. and globally. A prolonged disruption to global trade, whatever the source, could dampen advertiser budgets, increase operating costs, reduce consumer spending, and adversely affect economic conditions in the markets in which we operate, including North America, Europe, and Asia. Escalating geopolitical tensions and volatility, including in the Middle East, could compound these effects by disrupting energy markets, global supply chains, and general consumer and business confidence. To date, we have not observed material impacts in our business or outlook, but we intend to continue to monitor macroeconomic conditions closely and may determine to take certain financial or operational actions in response to such conditions to the extent our business begins to be adversely impacted.

See “Risk Factors” in this report and in our Annual Report on Form 10-K for the year ended December 31, 2025 for further discussion of the risks related to inflation, volatile interest rates, foreign currency fluctuations and general macroeconomic uncertainty on our business.

Business Highlights

The table below summarizes the financial highlights of our business performance:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)			
Revenue	$ 78,593	$ 71,095	$ 141,160	$ 134,920
Operating income (loss)	$ 579	$ (5,461)	$ (14,694)	$ (17,364)
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)
Adjusted EBITDA[(1)]	$ 19,616	$ 14,213	$ 22,204	$ 22,670
Net cash provided by operating activities	$ 20,210	$ 14,905	$ 37,505	$ 30,526

(1) For a definition of Adjusted EBITDA, an explanation of our management’s use of this measure, and a reconciliation of Adjusted EBITDA to net loss, see “Non-GAAP Financial Measures.”

Our Strategy and Performance

We believe our growth and financial performance are dependent on many factors, including those described below.

Attract New Customers and Expand our Relationship with Existing Customers Globally

We leverage our extensive platform capabilities and the subject matter expertise of our team members to grow revenue from our publishers and increase advertising spending from our buyers. Our sales and marketing team includes customer success pods to enhance customer knowledge and implementation of best practices. Once we onboard a new customer, we seek to expand our relationship with existing publishers by establishing multiple header bidding integrations by leveraging our omnichannel capabilities to maximize our access to publishers' ad formats and devices, and expanding into the various properties that a publisher may own around the world. We may also sell additional products to publisher customers including our header bidding management, identity, and audience solutions. We automate workflow processes whenever feasible to drive predictable and value-added outcomes for our customers and increase productivity of our organization.

Net dollar-based retention rate is an important indicator of publisher satisfaction and usage of our platform, as well as potential revenue for future periods. We calculate our net dollar-based retention rate at the end of each year. We calculate our net dollar-based retention rate by starting with the revenue from publishers in the last prior year ("Prior Period Revenue"). We then calculate the revenue from these same publishers in the current year ("Current Period Revenue"). Current Period Revenue includes any upsells and is net of contraction or attrition, but excludes revenue from new publishers.

Our net dollar-based retention rate equals the Current Period Revenue divided by Prior Period Revenue. Our net dollar-based retention rate was 98% for the trailing twelve months ended June 30, 2026, and 102% for the trailing twelve months ended June 30, 2025.

Expansion of SPO Agreements and Activate

We work with DSPs to help them reduce their costs and improve advertiser ROI, which in turn makes us the specialized cloud infrastructure platform of choice for many of our buying partners. We depend upon a limited number of large DSPs for a large percentage of impressions purchased and our business results, including revenues, may be impacted by changes in their pricing strategies, bidding algorithms or go-to market efforts. As buyers increasingly consolidate their spending with fewer larger technology platforms, we seek to bring an increased proportion of their digital ad spending to our platform through direct deals. Supply Path Optimization ("SPO") continues to be a major growth driver for us as we add new SPO relationships and expand existing ones. We have been investing in SPO technology and partnerships for six years and SPO represented over 55% of total activity for the three months ended June 30, 2026.

Monetization Excellence

We focus on monetizing digital impressions by coordinating over a hundred billion real-time auctions and nearly a trillion bids globally on a daily basis, using our specialized cloud software, machine learning algorithms, and scaled transaction infrastructure. Valuable ad impressions are transparent and data rich, viewable by humans, and verifiable. Each ad impression we auction consists of 764 independent data parameters, which can yield valuable insights if recorded and analyzed properly. This processing of voluminous data for each ad impression must occur in less than half a second as consumers expect a seamless digital ad experience. We continually assess impressions from new and existing publishers through a rigorous validation process. We add or remove impressions from our platform based on an assessment of the projected value of the impressions, which is influenced by the type of publisher and its related consumers, as well as the potential volume of monetizable impressions and ad format types, such as digital video. We continuously create and iterate algorithms that leverage vast datasets flowing through our infrastructure to improve the liquidity in our marketplace. Our ability to drive successful outcomes in the real-time auction process on behalf of our publishers and buyers will affect our operating results.

Infrastructure Platform Efficiency

We have a track record of expanding the capacity of our infrastructure platform, while maintaining or reducing the corresponding costs related to processing impressions transacted on our platform on a per impression basis. We expect to continue to invest in both software and hardware infrastructure to continue growing the number of valuable ad impressions we process on our platform.

Our recent growth has been driven by a variety of factors including increased access to mobile web (display and video) and mobile app (display and video) impressions and desktop video impressions. Our performance is affected by our ability to maintain and grow our access to valuable ad impressions from current publishers as well as through new relationships with publishers. In June 2026, our platform processed approximately 1.0 trillion ad impressions daily, each in a fraction of a second.

Key Components of Our Results of Operations

Revenue

Our platform and suite of solutions serve four primary customer types: publishers, buyers, data partners and curators, and retail and commerce media participants. Through these customers, we generate revenue from the use of our platform for the purchase and sale of digital advertising inventory and value-added features and functionality. Value-added features and functionality include Connect, our solution that provides additional data and insights to buyers, Activate, which allows buyers to execute direct deals on our platform across our publisher inventory, and OpenWrap, our header bidding solution. These solutions, among many others, are sold separately from or in conjunction with use of our platform.

We report revenue on a net basis. This represents gross billings to buyers, net of amounts we pay publishers and rebates associated with SPO agreements with buyers. We record our accounts receivable at the amount of gross billings to buyers, net of allowances, for the amounts we are responsible to collect, and we record our accounts payable at the net amount payable to publishers. Accordingly, both accounts receivable and accounts payable appear large in relation to revenue, which is reported on a net basis.

Cost of Revenue

Cost of revenue consists of data center co-location costs, depreciation expense related to hardware supporting our platform, amortization expense related to capitalized internal-use software development costs, personnel costs, and allocated facilities costs. Personnel costs include salaries, bonuses, stock-based compensation, and employee benefit costs, and are primarily attributable to our cloud operations group, which maintains our servers, and our client operations group, which is responsible for the integration of new publishers and buyers and providing customer support for existing customers.

Operating Expenses

Technology and Development. Technology and development expenses consist of personnel costs, including salaries, bonuses, stock-based compensation, and employee benefits costs, allocated facilities costs, and professional services. These expenses include costs incurred in the development, implementation and maintenance of internal-use software, including platform and related infrastructure. We expend technology and development costs as incurred, except to the extent that such costs are associated with internal-use software development that qualifies for capitalization. We expect technology and development expenses to generally increase in absolute dollars in future periods.

Sales and Marketing. Sales and marketing expenses consist of personnel costs, including salaries, bonuses, stock-based compensation, and employee benefits costs, for our employees engaged in sales, sales support, marketing, business development, and customer relationship functions. Sales and marketing expenses also include expenses related to promotional, advertising and marketing activities, allocated facilities costs, travel, and entertainment primarily related to sales activity and professional services. We expect sales and marketing expenses to increase in absolute dollars in future periods.

General and Administrative. General and administrative expenses consist of personnel costs, including salaries, bonuses, stock-based compensation, and employee benefits costs for our executive, finance, legal, human resources, information technology, and other administrative employees. General and administrative expenses also include outside consulting, legal and accounting services, allocated facilities costs, and travel and entertainment primarily related to inter-office travel and conferences.

Total Other Income (Expense), Net

Total other income (expense), net consists of interest income and other income (expense), net. Interest income is generated by investing excess cash into money market accounts and marketable securities. Other income (expense), net consists primarily of gains and losses from foreign currency exchange transactions.

Provision for (Benefit from) Income Taxes

The provision for (benefit from) income taxes consists primarily of federal, state, and foreign income taxes. Our provision for income taxes or income tax benefit may be significantly affected by changes to our estimates for tax in jurisdictions in which we operate and other estimates utilized in determining the global effective tax rate. Actual results may also differ from our estimates based on changes in economic conditions. Such changes could have a substantial impact on the income tax provision. We reevaluate the judgments surrounding our estimates and make adjustments, as appropriate, each reporting period.

Our effective tax rate differs from the U.S. federal statutory income tax rate due to state taxes, foreign tax rate differences, technology and development tax credits, and stock-based compensation.

Realization of our deferred tax assets is dependent primarily on the generation of future taxable income. In considering the need for a valuation allowance, we consider our historical, as well as future projected, taxable income along with other objectively verifiable evidence. Objectively verifiable evidence includes our realization of tax attributes, assessment of tax credits, and utilization of net operating loss carryforwards during the year.

Results of Operations

The following tables set forth our condensed consolidated results of operations data and such data as a percentage of revenue for the periods presented. The period-to-period comparison of results is not necessarily indicative of results for future periods.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Revenue	$ 78,593	$ 71,095	$ 141,160	$ 134,920
Cost of revenue(1)	25,877	26,612	51,971	52,200
Gross profit	52,716	44,483	89,189	82,720
Operating expenses(1):				
Technology and development	9,148	9,116	17,134	17,888
Sales and marketing	26,130	25,200	55,095	51,999
General and administrative	16,859	15,628	31,654	30,197
Total operating expenses	52,137	49,944	103,883	100,084
Operating income (loss)	579	(5,461)	(14,694)	(17,364)
Interest income	1,213	1,379	2,428	2,972
Other income (expense), net	89	(1,988)	(964)	(3,002)
Income (loss) before income taxes	1,881	(6,070)	(13,230)	(17,394)
Provision for (benefit from) income taxes	3,083	(862)	482	(2,700)
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)

(1) Amounts include stock-based compensation expense before tax benefit as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Cost of revenue	$ 357	$ 474	$ 741	$ 948
Technology and development	1,055	1,628	2,084	3,213
Sales and marketing	2,605	3,465	5,662	6,928
General and administrative	4,330	4,234	8,348	8,410
Total stock-based compensation expense	$ 8,347	$ 9,801	$ 16,835	$ 19,499

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(as a percentage of revenue)		(as a percentage of revenue)	
Revenue	100 %	100 %	100 %	100 %
Cost of revenue	33	37	37	39
Gross profit	67	63	63	61
Operating expenses:				
Technology and development	12	13	12	13
Sales and marketing	33	35	39	39
General and administrative	21	22	22	22
Total operating expenses	66	70	73	74
Operating income (loss)	1	(7)	(10)	(13)
Interest income	2	2	2	2
Other income (expense), net	—	(3)	(1)	(2)
Income (loss) before income taxes	3	(8)	(9)	(13)
Provision for (benefit from) income taxes	4	(1)	1	(2)
Net loss	(1)%	(7)%	(10)%	(11)%

Revenue, Cost of Revenue and Gross Profit

	Three Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Revenue	$ 78,593	$ 71,095	$ 7,498	11 %
Cost of revenue	25,877	26,612	(735)	(3)%
Gross profit	$ 52,716	$ 44,483	$ 8,233	19 %
Gross profit margin	67 %	63 %		

	Six Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Revenue	$ 141,160	$ 134,920	$ 6,240	5 %
Cost of revenue	51,971	52,200	(229)	— %
Gross profit	$ 89,189	$ 82,720	$ 6,469	8 %
Gross profit margin	63 %	61 %		

Revenue for the three months ended June 30, 2026 increased by $7.5 million, or 11%, compared to the three months ended June 30, 2025. Revenue for the six months ended June 30, 2026 increased by $6.2 million, or 5%, compared to the six months ended June 30, 2025. Our revenues were primarily driven by an increase in impressions processed on our platform including CTV and mobile app, emerging revenue streams, and growth in customer relationships.

As of June 30, 2026, we served approximately 2,000 publishers and app developers worldwide on our platform, compared to approximately 1,960 publishers and app developers worldwide as of June 30, 2025. For purposes of our publisher count, we aggregate multiple business accounts from separate divisions, segments or subsidiaries into a single “master” publisher based on our assessment of the related nature of the group.

For the remainder of the year, we expect revenue growth to continue primarily due to CTV, mobile app and emerging revenue streams.

Cost of revenue decreased $0.7 million for the three months ended June 30, 2026 compared to the three months ended June 30, 2025, primarily due to a $1.7 million decrease in depreciation and amortization and a decrease of $0.2 million in professional services, offset by a $1.4 million increase in data center costs. Overall, our cost of revenue per million impressions processed for the three months ended June 30, 2026 decreased by approximately 18% compared to the three months ended June 30, 2025.

Cost of revenue decreased $0.2 million for the six months ended June 30, 2026 compared to the six months ended June 30, 2025, primarily due to a $3.2 million decrease in depreciation and amortization and a $0.2 million decrease in facilities, offset by an increase of $3.4 million in data center costs.

Our gross margin of 67% for the three months ended June 30, 2026 increased compared to 63% for the three months ended June 30, 2025, and our gross margin of 63% for the six months ended June 30, 2026 increased compared to 61% for the six months ended June 30, 2025 primarily due to an increase in revenue.

We expect the cost of revenue to be higher in 2026 compared to 2025 in absolute dollars as we continue to invest in revenue driving business initiatives. Cost of revenue may fluctuate from quarter to quarter and period to period, on an absolute dollar basis and as a percentage of revenue, depending on revenue levels, and the timing and amounts of depreciation and amortization of equipment and software.

Technology and Development

	Three Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Technology and development	$ 9,148	$ 9,116	$ 32	— %
Percent of revenue	12 %	13 %		

	Six Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Technology and development	$ 17,134	$ 17,888	$ (754)	(4)%
Percent of revenue	12 %	13 %		

The increase in technology and development costs for the three months ended June 30, 2026 was not material.

The decrease in technology and development costs for the six months ended June 30, 2026 was primarily due to a decrease of $2.3 million in personnel costs, offset by a $1.5 million decrease in capitalized internal-use software costs.

We expect technology and development expenses to increase in 2026 compared to 2025 in absolute dollars, primarily due to investment in technological innovation.

Sales and Marketing

	Three Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Sales and marketing	$ 26,130	$ 25,200	$ 930	4 %
Percent of revenue	33 %	35 %		

	Six Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Sales and marketing	$ 55,095	$ 51,999	$ 3,096	6 %
Percent of revenue	39 %	39 %		

Sales and marketing costs for the three months ended June 30, 2026 increased primarily due to a $0.8 million increase in personnel costs.

Sales and marketing costs for the six months ended June 30, 2026 increased primarily due to a $2.6 million increase in personnel costs and a $0.6 million increase in facilities.

We expect sales and marketing expenses to increase in 2026 compared to 2025 in absolute dollars primarily due to additional headcount investments.

General and Administrative

	Three Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
General and administrative	$ 16,859	$ 15,628	$ 1,231	8 %
Percent of revenue	21 %	22 %		

	Six Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
General and administrative	$ 31,654	$ 30,197	$ 1,457	5 %
Percent of revenue	22 %	22 %		

General and administrative expense increased for the three months ended June 30, 2026 primarily due to a $0.7 million increase in business taxes and a $0.3 million increase in personnel costs.

General and administrative expense increased for the six months ended June 30, 2026 primarily due to a $1.0 million increase in professional services and a $0.7 million increase in business taxes.

We expect general and administrative expenses to increase in 2026 compared to 2025 in absolute dollars primarily due to professional services and employee compensation.

Total Other Income (Expense), net

	Three Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Interest income	$ 1,213	$ 1,379		
Other income (expense), net	89	(1,988)		
Total other income (expense), net	$ 1,302	$ (609)	$ 1,911	(314)%

	Six Months Ended June 30,			
	2026	2025	$ Change	% Change
	(dollars in thousands)			
Interest income	$ 2,428	$ 2,972		
Other income (expense), net	(964)	(3,002)		
Total other income (expense), net	$ 1,464	$ (30)	$ 1,494	(4,980)%

Total other income (expense), net increased for the three months ended June 30, 2026 primarily due to foreign currency fluctuations.

Total other income (expense), net increased for the six months ended June 30, 2026 primarily due to foreign currency fluctuations.

Provision For (Benefit From) Income Taxes

	Three Months Ended June 30,					
	2026		2025		$ Change	% Change
	(dollars in thousands)					
Provision for (benefit from) income taxes	$	3,083	$	(862)	$ 3,945	(458)%

	Six Months Ended June 30,					
	2026		2025		$ Change	% Change
	(dollars in thousands)					
Provision for (benefit from) income taxes	$	482	$	(2,700)	$ 3,182	(118)%

The difference between the effective tax rate for the three months ended June 30, 2026 of 164% and the federal statutory income tax rate of 21% was related to tax expense from nondeductible stock-based compensation and Section 162(m) limitation on the tax deductibility of officers' compensation, partially offset by the tax benefits from research tax credits and deductions for equity awards. The effective income tax rate of 14% for the three months ended June 30, 2025 was related to the tax benefits from foreign-derived intangible income (FDII), research tax credits, and deductions for equity awards, partially offset by nondeductible stock-based compensation and Section 162(m) limitation on the tax deductibility of officers' compensation.

The difference between the effective tax rate for the six months ended June 30, 2026 of (4)% and the federal statutory income tax rate of 21% was related to tax expense from nondeductible stock-based compensation and Section 162(m) limitation on the tax deductibility of officers' compensation, partially offset by the tax benefits from research tax credits, deductions for equity awards. The effective income tax rate of 16% for the six months ended June 30, 2025 was related to the tax benefits from FDII, research tax credits, and deductions for equity awards, partially offset by nondeductible stock-based compensation and Section 162(m) limitation on the tax deductibility of officers' compensation.

Non-GAAP Financial Measures

In addition to our results determined in accordance with U.S. generally accepted accounting principles ("GAAP"), including, in particular, operating income (loss), net cash provided by operating activities, and net loss, we believe that Adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We define Adjusted EBITDA as net loss adjusted for stock-based compensation expense, depreciation and amortization, litigation related expenses, interest income, and provision for (benefit from) income taxes.

The following table presents a reconciliation of Adjusted EBITDA to net loss for each of the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Net loss	$ (1,202)	$ (5,208)	$ (13,712)	$ (14,694)
Add back (deduct):				
Stock-based compensation	8,347	9,801	16,835	19,499
Depreciation and amortization	10,007	11,861	19,995	23,537
Litigation related expenses[1]	594	—	1,032	—
Interest income	(1,213)	(1,379)	(2,428)	(2,972)
Provision for (benefit from) income taxes	3,083	(862)	482	(2,700)
Adjusted EBITDA	$ 19,616	$ 14,213	$ 22,204	$ 22,670

(1) Litigation related expenses represents external legal fees and other expenses, net of insurance recoveries, associated with pending litigation that arose outside of the ordinary course of business. These costs relate to a discrete matter, and are not representative of our underlying operating performance. We do not adjust for legal expenses incurred in our ordinary course of business.

Although Adjusted EBITDA is used by many investors and securities analysts in their evaluations of companies, it has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Liquidity and Capital Resources

We have financed our operations and capital expenditures primarily through utilization of cash generated from operations as well as sales of equity securities. As of June 30, 2026, we had cash, cash equivalents, and marketable securities of $137.5 million and net working capital, consisting of current assets less current liabilities, of $115.7 million.

Our principal uses of cash are funding our operations and other working capital requirements.

We believe our existing cash, cash equivalents, marketable securities, and anticipated net cash provided by operating activities, together with available borrowings under our credit facility, will be sufficient to meet our working capital requirements for at least the next 12 months. However, if our operating performance during the next 12 months is below our expectations, our liquidity and ability to operate our business could be adversely affected. Our future capital requirements and the adequacy of available funds will depend on many factors, including those set forth under “Risk Factors” in this report and in our Annual Report on Form 10-K for the year ended December 31, 2025. As of June 30, 2026, our material cash requirements included the contractual commitments set forth under “Contractual Obligations and Future Cash Requirements.”

In February 2023, our board of directors authorized the 2023 Repurchase Program which was to terminate as of December 31, 2024 (as amended, the “2023 Repurchase Program”). In February 2024, our board of directors authorized an additional $100.0 million for repurchases under the 2023 Repurchase Program, and extended the termination date to December 31, 2025 (the “2024 Repurchase Program Extension”). In May 2025, the Company’s board of directors authorized the Company to repurchase up to an additional $100 million of its Class A common stock under the 2023 Repurchase Program (the “2025 Repurchase Program Extension”) in addition to the aggregate $175 million previously authorized under the 2023 Repurchase Program, and extended the expiration of the 2023 Repurchase Program to December 31, 2026. During the six months ended June 30, 2026, we repurchased 3,118,823 shares of Class A common stock under the 2023 Repurchase Program for an aggregate purchase price of $30.3 million. As of June 30, 2026, $63.6 million remained available for future share repurchases under the 2023 Repurchase Program.

In the future, we may attempt to raise additional capital through the sale of equity securities or through equity-linked or debt financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders will be diluted. If we raise additional financing by incurring additional indebtedness, we may be subject to increased fixed payment obligations and could also be subject to additional restrictive covenants, such as limitations on our ability to incur additional debt, and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be unfavorable to equity investors. We cannot guarantee that we will be able to raise additional capital in the future on favorable terms, or at all. Any inability to raise capital could adversely affect our ability to achieve our business objectives.

The global advertising industry experiences seasonal trends that affect the vast majority of participants in the digital advertising ecosystem. Most notably, advertisers have historically spent relatively more in the fourth quarter of the calendar year to coincide with the holiday shopping season, and relatively less in the first quarter. We expect seasonality trends to continue, thereby resulting in seasonality in our revenues and corresponding accounts receivable and accounts payable balances, and our ability to manage our resources in anticipation of these trends will affect our operating results.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Six Months Ended June 30,	
	2026	2025
	(in thousands)	
Net cash provided by operating activities	$ 37,505	$ 30,526
Net cash used in investing activities	(34,066)	(128)
Net cash used in financing activities	(28,637)	(41,188)
Effect of foreign currency on cash	(349)	814
Net decrease in cash and cash equivalents	$ (25,547)	$ (9,976)

Operating Activities

Our cash flows from operating activities are primarily influenced by growth in our operations, increases or decreases in collections from our buyers and related payments to our publishers, as well as our investment in personnel to support the anticipated growth of our business. Cash flows from operating activities have been affected by changes in our working capital, particularly changes in accounts receivable and accounts payable. The timing of cash receipts from buyers and payments to publishers can significantly impact our cash flows from operating activities. In addition, we expect seasonality to impact quarterly cash flows from operating activities.

For the six months ended June 30, 2026, net cash provided by operating activities of $37.5 million resulted primarily from adjustments for non-cash expenses of $38.9 million, including $20.0 million for depreciation and amortization and $16.8 million for stock-based compensation, an increase in accounts payable of $36.6 million, and a decrease in prepaid expenses and other assets of $4.0 million, offset by a net loss of $13.7 million, an increase in accounts receivable of $25.0 million, and a decrease in accrued liabilities of $1.7 million.

For the six months ended June 30, 2025, net cash provided by operating activities of $30.5 million resulted primarily from adjustments for non-cash expenses of $36.6 million, including $23.5 million for depreciation and amortization and $19.5 million for stock-based compensation, a decrease in accounts receivable of $41.4 million, offset by a net loss of $14.7 million, a decrease in accounts payable of $25.9 million, and a decrease in accrued liabilities of $5.6 million.

Investing Activities

Our investing activities primarily included investments in marketable securities, purchases of equipment as we expanded the infrastructure in our third-party data centers, and capitalized internal-use software costs in support of enhancing our platform. Purchases of property and equipment may vary from period-to-period due to the timing of the expansion of our data centers, the addition of headcount, and the development cycles of our software development. As our business grows, we expect our capital expenditures and our investment activity to continue to increase.

For the six months ended June 30, 2026, net cash used in investing activities was $34.1 million, primarily due to the purchase of non-marketable equity investments of $3.5 million, $10.2 million of investments in capitalized internal use software, and net purchases in investments of marketable securities of $17.4 million.

For the six months ended June 30, 2025, net cash used in investing activities was $0.1 million, consisting of $2.8 million in purchases of property and equipment (primarily data center infrastructure) and $11.2 million of investments in capitalized internal use software, offset by a net increase in investments of marketable securities of $13.8 million.

Financing Activities

For the six months ended June 30, 2026, net cash used in financing activities of $28.6 million was primarily due to purchases of treasury stock of $30.5 million, offset by $0.9 million in proceeds from stock option exercises and proceeds from the ESPP of $1.1 million.

For the six months ended June 30, 2025, net cash used in financing activities of $41.2 million was primarily due to purchases of treasury stock of $43.6 million, offset by proceeds from employee stock option exercises of $1.2 million and proceeds from the ESPP of $1.4 million.

Contractual Obligations and Future Cash Requirements

Our principal contractual obligations consist of non-cancelable leases for our various facilities. In certain cases, the terms of the lease agreements provide for rental payments that increase over time.

There were no material changes to our contractual obligations disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

As of June 30, 2026, we had $8.1 million of long-term income tax liabilities, including interest, related to uncertain tax positions. Because of the high degree of uncertainty regarding the settlement of these liabilities, we are unable to estimate the years in which future cash outflows may occur.

Critical Accounting Policies and Estimates

We prepare our condensed consolidated financial statements in accordance with GAAP. The preparation of the condensed consolidated financial statements requires us to make estimates and assumptions that affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. We evaluate our estimates and assumptions on an ongoing basis using historical experience and other factors, and adjust those estimates and assumptions when facts and circumstances dictate. Actual results could materially differ from these estimates and assumptions.

There have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks in the ordinary course of our business. These risks primarily include:

Interest Rate Risk

We had cash and cash equivalents of $120.0 million and marketable securities of $17.5 million as of June 30, 2026, which consisted of bank deposits, money market accounts, time deposits, and commercial paper. The primary objective of our investment activities is to preserve principal while maximizing income without significantly increasing risk. Because our cash, cash equivalents, and marketable securities have a relatively short maturity, our portfolio's fair value is relatively insensitive to interest rate changes. Our line of credit is at variable interest rates. We had no amounts outstanding under our credit facility as of June 30, 2026. We do not believe that an increase or decrease in interest rates of 100 basis points would have a material effect on our operating results or financial condition. In future periods, we will continue to evaluate our investment policy relative to our overall objectives.

Currency Exchange Risk

Our condensed consolidated results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Historically, the majority of our buyer contracts have been denominated in U.S. Dollars while our publisher contracts have been primarily denominated in U.S. Dollars as well as the Euro, British Pound, and Australian Dollar. Additionally, our expenses are generally denominated in the currencies in which our operations are located, primarily the U.S. Dollar, Indian Rupee, British Pound, and Euro. In the event our foreign sales and expenses increase, our operating results may be more greatly affected by foreign currency exchange rate fluctuations, which can affect our operating income. A hypothetical 10% change in the U.S. Dollar to Indian Rupee exchange rate could result in a change of $1.0 million in our operating loss for the six months ended June 30, 2026. A hypothetical 10% change in the U.S. Dollar to British Pound exchange rate could result in a change of $1.3 million in our operating loss for the six months ended June 30, 2026.

Inflation Risk

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition. If our costs were to become subject to significant inflationary pressures, for example in India, we might not be able to fully offset such higher costs through price increases. Our inability or failure to do so could adversely affect our business, results of operations, and financial condition.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of June 30, 2026. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) that occurred during the quarter ended June 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On September 8, 2025, we filed a civil action against Google LLC ("Google") in the U.S. District Court for the Eastern District of Virginia seeking injunctive relief and damages for monopolistic and anticompetitive behavior in the publisher ad server and ad exchange markets for open-web display advertising. Given the nature of the case, including that the proceedings are in their early stages, we are unable to predict the ultimate outcome of the case.

From time to time, we may become involved in legal or regulatory proceedings, lawsuits and other claims arising in the ordinary course of our business. In view of the inherent difficulty of predicting the outcome of such matters, we cannot state what the eventual outcome of such matters will be. However, based on our knowledge, we are not presently a party to any legal proceedings that, in the opinion of our management, would individually or taken together have a material adverse effect on our business, operating results, financial condition, or cash flows. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity and reputational harm, and other factors. For additional information, see Note 8, "Commitments and Contingencies," to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. The Company's business, operations, financial results, and our stock price can be affected by a number of factors, whether currently known or unknown, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025. When any one or more of these risks materialize from time to time, such developments could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our stock. These disclosures reflect the Company's beliefs and opinions as to factors that could materially and adversely affect the Company and its securities in the future. References to past events are provided by way of example only and are not intended to be a complete listing of such events or a representation as to whether or not such factors or similar events have occurred in the past or their likelihood of occurring in the future. Except as set forth in our Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on May 7, 2026, there are no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information about our repurchases of our Class A common stock during the three months ended June 30, 2026:

Period	Total Number of Shares Purchased	Average Price Paid Per Share[2]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[1]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[1]
April 1, 2026 – April 30, 2026	591,268	$ 8.98	591,268	$ 79,804,914
May 1, 2026 – May 31, 2026	846,885	$ 10.42	846,885	$ 70,979,942
June 1, 2026 – June 30, 2026	632,020	$ 11.73	632,020	$ 63,565,567
Total	2,070,173		2,070,173	

The amounts above do not include the 1% excise tax on stock repurchases enacted by the Inflation Reduction Act of 2022.

(1) On February 28, 2023, we announced the authorization of a share repurchase program for the repurchase of shares of our Class A common stock in an aggregate amount of up to $75 million through December 31, 2024. On February 26, 2024, we announced the authorization of an additional $100 million under our share repurchase program for the repurchase of shares of our Class A common stock through December 31, 2025. On May 30, 2025, we announced the authorization of an additional $100 million under our 2023 Repurchase Program for the repurchase of shares of our Class A common stock through December 31, 2026. As of June 30, 2026, we had purchased approximately $211.4 million of our Class A common stock.

(2) Average price paid per share includes costs associated with the repurchases.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

(c) Trading Plans

In the second quarter of 2026, the following trading plans were adopted or terminated:

				Trading Arrangement			
Name	Title	Action	Date	Rule 10b5-1*	Non-Rule 10b5-1**	Total Shares to be Sold	Expiration Date
Steven Pantelick [(1)]	Chief Financial Officer	Adopted	5/13/2026	X [(2)]		195,954	7/30/2027
Lisa Gimbel	Chief Accounting Officer	Adopted	5/13/2026	X [(2)]		6,000	7/15/2027
Amar Goel [(1)]	Chief Innovation Officer	Adopted	6/4/2026	X [(2)]		224,581	9/5/2027

* Intended to satisfy the affirmative defense of Rule 10b5-1(c).

** Not intended to satisfy the affirmative defense of Rule 10b5-1(c).

(1) The aggregate number of RSU Shares that will be available for sale under the Plan is not yet determinable because the shares available will be net of shares sold to satisfy tax withholding obligations that arise in connection with the vesting and settlement of such RSU awards. As such, for purposes of this disclosure, the shares included in this table reflect the aggregate maximum number of shares underlying the holders' RSUs without excluding the shares that will be sold to satisfy the tax withholding obligations.

(2) The 10b5-1 plan included a representation from the officer to the broker administering the plan that they were not in possession of any material nonpublic information regarding the Company or the securities subject to the plan. A similar representation was made to the Company in connection with the adoption of the plan under the Company's insider trading policy. Those representations were made as of the date of adoption of the 10b5-1 plan, and speak only as of that date. In making those representations, there is no assurance with respect to any material non-public information of which the officer was unaware, or with respect to any material non-public information acquired by the officer or the Company after the date of the representation.

ITEM 6. EXHIBITS

Exhibit Number	Description of Document	Incorporated by Reference: Form	File No.	Exhibit	Filing Date	Filed Herewith
10.35	Transition and Amending Agreement by and between Paulina Klimenko and PubMatic, Inc. dated May 18, 2026.					X
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	Inline XBRL Instance Document — the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

* The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not to be incorporated by reference into any filing of PubMatic, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 6, 2026

PUBMATIC, INC.

By: /s/ Steven Pantelick

Steven Pantelick

Chief Financial Officer

(Principal Financial Officer)

TRANSITION AND AMENDING AGREEMENT

This Transition and Amending Agreement ("Transition Agreement") is entered into as of the last signed date below (the "Effective Date"), by and between Paulina Klimenko ("Executive") and PubMatic, Inc. (the "Company").

RECITALS

WHEREAS, Executive currently serves as Chief Growth Officer, Americas, and is party to a Retention Agreement with the Company dated January 29, 2021 (the "2021 Agreement");

WHEREAS, Executive has voluntarily initiated notice of her intent to resign from the Company;

WHEREAS, the Company wishes to encourage Executive to remain employed through a transition period exceeding Executive's contractual notice period to ensure the orderly hand-off of her duties, accounts, and leadership responsibilities; and

WHEREAS, the parties desire to amend certain provisions of the 2021 Agreement to provide for specific transition benefits in exchange for Executive's continued service through the Transition Period (as defined) and the successful transfer of her responsibilities.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties agree as follows:

1. Transition Period and Voluntary Resignation

a. Transition Period: Executive's employment shall continue on an at-will basis from the Effective Date through July 17, 2026 (the "Separation Date"). This period shall be known as the "Transition Period." During this time, Executive shall diligently facilitate the seamless transition of her current duties and responsibilities as directed by the Company's CEO.

b. Nature of Separation: Executive acknowledges that her departure is a voluntary resignation initiated by Executive. Executive further agrees that the transition of her duties, the appointment of a successor, or any change in her authority or responsibilities during the Transition Period shall not constitute "Good Reason" under Section 8(f) of the 2021 Agreement or any other agreement. For avoidance of doubt, if Executive is terminated by the Company without Cause or resigns for Good Reason (as defined under Section 8(f) of the 2021 Agreement and revised in this Section 1.b) during the Transition Period, Executive shall be paid the compensation, severance and benefits set forth in, and subject to the terms of, the 2021 Agreement for a Qualifying Termination.

c. Satisfaction of Notice: The Company agrees that Executive's service through the Separation Date satisfies the notice requirements set forth in Section 2 of the 2021 Agreement.

2. Compensation and Benefits

During the Transition Period, Executive shall continue to receive her existing base salary and current employee benefits through the Separation Date. All outstanding equity awards held by Executive as of the Effective Date shall continue to vest in accordance with their existing vesting schedules through the Separation Date. Following the Separation Date, Executive's equity awards shall be governed by the terms of the applicable equity plan(s).

3. **Transition Bonus Consideration**

Subject to (i) Executive's continued employment in Good Standing through the Separation Date, and (ii) Executive's execution and non-revocation of the General Release described in Section 5 below, the Company shall pay Executive a prorated bonus through the Separation Date:

a. Calculation: The bonus shall be calculated as follows:

    i. For the period from January 1 through June 30, 2026 using the actual 1H 2026 Board-approved targets for Revenue (GAAP) and Adjusted Pre-Tax Net Income, and prorated through June 30, 2026.
    ii. For the period from July 1, 2026 through the Separation Date using the then-current Company's projected achievement percentage against the 2H 2026 Board-approved targets for Revenue (GAAP) and Adjusted Pre-Tax Net Income as calculated by the Company's Finance team in using its standard forecasting and projection methodology. Such amounts shall then be prorated for the period of July 1, 2026 through the Separation Date.
    iii. The above calculations shall apply the "Square Method" multiplier (Achievement % x Achievement %), the $0.02 adjustment per $1 delta for Adjusted Pre-Tax Net Income, capping, and regional weightings as set forth in the Executive's 2025 Executive Bonus Plan.

b. Timing of Payment: Payment shall be made in a lump sum within 30 days following the later of (i) the date the General Release described in Section 5 below becomes effective and irrevocable, and (ii) the date the Company's Board of Directors (or a designated committee thereof) certifies the 1H 2026 financial results used to calculate the bonus under Section 3.a.

c. For purposes of this Agreement, "Good Standing" means that Executive (i) has not been terminated for Cause (as defined in Section 8(a) of the 2021 Agreement), (ii) has not resigned for any reason prior to the Separation Date, (iii) has materially complied with the transition duties as directed by the Company's CEO pursuant to Section 1.a, and (iv) has not materially breached any confidentiality, non-solicitation, or other restrictive covenant obligation under this Agreement or the 2021 Agreement.

4. **Waiver of Other Severance**

Executive acknowledges that the bonus provided in Section 3 and the compensation, severance and benefits available under Sections 3 and 4 of the 2021 Agreement for a Qualifying Termination or CIC Qualifying Termination are mutually exclusive. In no event shall Executive be entitled to receive both the bonus under Section 3 of this Agreement and severance or benefits under Sections 3 or 4 of the 2021 Agreement with respect to Executive's separation from the Company.

5. General Release

The Company's obligations under Section 3 are contingent upon Executive signing and returning a General Release of Claims which shall materially resemble the release attached to this Agreement as Exhibit A within 30 days following the Separation Date and allowing such General Release to become effective and irrevocable.

6. Effect on Prior Agreements

This Transition Agreement amends and supplements the 2021 Agreement. Except as expressly set forth herein, all other terms (inclusive of benefits to Executive) of the 2021 Agreement remain in full force and effect, including but not limited to Section 8 (Definitions), Section 9 (Successors), and Section 11(c) (Dispute Resolution/Arbitration).

7. Cooperation and Non Disparagement.

For a period of 12 months following the Separation Date, Executive shall reasonably cooperate with the Company in connection with any litigation, investigation, or regulatory matter relating to events during Executive's employment, including the pending PubMatic v. Google matter. The Company shall reimburse Executive at an hourly rate of $325 per hour plus reasonable out-of-pocket expenses incurred in connection with such cooperation. For avoidance of doubt, the foregoing obligation replaces and supersedes in full any obligation Executive had under the first sentence in Section 7(c) of the Retention Agreement, but retains the remainder of Section 7(c) pertaining to non-disparagement. The Company agrees to direct its executives, officers, and directors not to make any disparaging, negative, or defamatory statements, whether oral or written, about Executive to any person or entity, including but not limited to prospective employers, clients, or professional references.

8. Governing Law

This Transition Agreement shall be governed by and construed in accordance with the laws of the State of California.

AS AGREED:

Signed for and on behalf of PubMatic, Inc.	Signed by Paulina Klimenko
Signed by:	Signed by: Paulina Klimenko
1F66F6B8FF1E425...	C10C74255F9C4C4...
Rajeev Goel CEO & Co-Founder	Date: May 18, 2026 | 4:50 PM PDT
Date: May 18, 2026 | 8:29 PM PDT	

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rajeev K. Goel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PubMatic, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 6, 2026

By: /s/ Rajeev K. Goel
Rajeev K. Goel
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven Pantelick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PubMatic, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 6, 2026

By: /s/ Steven Pantelick
Steven Pantelick
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Rajeev K. Goel, Chief Executive Officer of PubMatic, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2026 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 6, 2026

By: /s/ Rajeev K. Goel
Rajeev K. Goel
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not to be incorporated by reference into any filing of PubMatic, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven Pantelick, Chief Financial Officer of PubMatic, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2026 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 6, 2026

By: /s/ Steven Pantelick
Steven Pantelick
Chief Financial Officer
(Principal Financial Officer)

The foregoing certification is not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not to be incorporated by reference into any filing of PubMatic, Inc. under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.