FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Kumar Mukul					2. Issuer Name and Ticker or Trading Symbol PubMatic, Inc. [PUBM]								eck all appli Direct	onship of Reporting Ill applicable) Director		10% Ov)wner	
(Last)	(F BMATIC, I	,	(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 07/16/2024							below	Officer (give title below) PRESIDENT, Electric		Other (s below) INEERIN	·
601 MARSHALL STREET				4. It	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) REDWO	REDWOOD CA 94063												Form filed by One Reporting Person Form filed by More than One Reporting Person					
————	CHY				. Ri	Rule 10b5-1(c) Transaction Indication												
(City)	(City) (State) (Zip)			V	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Tab	le I - N	on-Deriv	ative	Sec	uriti	ies Ac	quire	d, Di	sposed o	of, or Be	neficial	ly Owne	d			
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day					Exe) if ar	Deemed ecution Date, any onth/Day/Year)		3. Transaction Code (Instr. 8)					Securit Benefic Owned	5. Amount of Securities Beneficially Owned Following Reported		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)			(Instr. 4)
Class A Common Stock 07/16/2				2024	.024			С		8,000	A	\$0 ⁽¹⁾	45	,784		D		
Class A Common Stock 07/16/2			2024				S ⁽²⁾		8,000	D	\$21.85	35 37	,784		D			
		Т	able II								posed of converti			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/		4. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares					
Class B Common Stock	(1)	07/16/2024			С			8,000	(1)		(1)	Class A Common Stock	8,000	\$0	89,600)	D	

Explanation of Responses:

- 1. Each share of Class B common stock held by the Issuer's executive officers, directors and their respective affiliates will convert automatically into one share of Class A common stock upon any transfer that occurs after the closing of the Issuer's initial public offering, except for certain permitted transfers.
- 2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 5, 2024.

/s/ Andrew Woods, Attorney-

07/17/2024

in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.