SEC Form 4	
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Instruc					01 0	00(1	i) of the i			mpany Act of	1940						
1. Name and Address of Reporting Person*   Pantelick Steven					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>PubMatic, Inc.</u> [ PUBM ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Conflicer (give title the polarity below)					
(Last)(First)(Middle)C/O PUBMATIC, INC.3 LAGOON DRIVE, SUITE 180				3. Date of Earliest Transaction (Month/Day/Year) 06/24/2021							below)	hief Fina	ncial (	below)	,,		
(Street) REDWC CITY	)OD C	A	94065		4. If <i>A</i>	Amendmen	t, Date of	Origina	l Filed	(Month/Day/	Year)	6. Inc Line) X	Form fil	ed by One	e Repor	(Check App rting Person One Repor	ı
(City)	(S	state)	(Zip)														
1. Title of s	Security (Inst		able I - No	2. Transa Date (Month/D	ction	2A. Deen Executio if any (Month/D	ned n Date,	3. Transa Code ( 8)	action	4. Securities Disposed Of	Acquired	A) or	5. Amoun Securities Beneficia Owned Fe	s Illy	Form:	Direct	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	on(s)			(Instr. 4)
Class A G	Common Ste	ock		06/24/	/2021			с		25,000	Α	\$ <mark>0</mark>	25,	000		D	
	Common Ste			06/24/		<u> </u>		<b>S</b> <sup>(1)</sup>		16,912	D	\$40.37(2				D	
	Common St				4/2021			S <sup>(1)</sup>	<u> </u>	7,788	D	\$41.32 <sup>(3</sup> \$42.09 <sup>(4</sup>		00	<u> </u>	D	
Class A C	Common St	UCK	Table II -	06/24/		ecuritie	e Voui		Disn	300 osed of, c	D Dr Bene			)		D	
										convertibl							
1. Title of Derivative Security	2. Conversion	3. Transaction Date	3A. Deemed			5. Num	ber of	6. Date Exerci Expiration Da (Month/Day/Y		cisable and	7. Title an	d Amount	8. Price of	derivativ Securitie Beneficia Owned Following	ve es ally Ig		11. Nature
(Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution E if any (Month/Day	C (	ansactic ode (Inst	r. Securit Acquir Dispos (D) (Ins	tive ties ed (A) or sed of	Expira	ation D	ate	of Securit Underlyin Derivative (Instr. 3 a	ies g e Security	Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following	s ally g	Form:	of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3)	Price of Derivative		if any	/Year) Co 8)	ode (Inst	r. Securit Acquir Dispos	tive ties ed (A) or sed of	Expira	ation D h/Day/	ate	of Securit Underlyin Derivative	ies g e Security	Security	derivative Securitie Beneficia Owned	s ally g	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common Stock)	Price of Derivative		if any	/Year) 8)	ode (Inst	r. Securi Acquir Dispos (D) (Ins and 5)	tive ties red (A) or sed of str. 3, 4	Expira (Monti	ation D h/Day/	ate Year) Expiration	of Securit Underlyin Derivative (Instr. 3 a	ies g Security nd 4) Amount or Number of	Security	derivative Securitie Beneficia Owned Following Reported Transacti	is ally g ion(s)	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common	Price of Derivative Security	(Month/Day/Year)	if any	(Year) C. 8)	ode (Inst	r. Securi Acquir Dispos (D) (Ins and 5)	tive ties eed (A) or sed of str. 3, 4	Expira (Monti Date Exerci	isable	ate Year) Expiration Date	of Securit Underlyin Derivative (Instr. 3 a Title	ies g e Security nd 4) Amount or Number of Shares	Security (Instr. 5)	derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	s ally g ion(s) 54	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common Stock) Class B Common	Price of Derivative Security \$2.15	(Month/Day/Year)	if any	/Year) C. 8)	ode (Inst	r. Securit Acquir Dispos (D) (Ins and 5) (A)	tive ties eed (A) or sed of str. 3, 4	Date Exerci	tion D h/Day/ isable	Expiration Date	of Securit Underlyin Derivative (Instr. 3 a Title Class B Common Stock	ies g Security dd 4) Amount or Number of Shares 3,346	Security (Instr. 5) \$0	derivativ Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	s ally g ion(s) 54	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common Stock) Class B Common Stock	Price of Derivative Security \$2.15 \$0.0	(Month/Day/Year)	if any	/Year) C. 8)	ode (Inst ode V M	r. Securit Acquir Dispos (D) (Ins and 5) (A)	tive ed (A) or sed of str. 3, 4	Date Exerci	(in p diamond) (in the second	ter Year) Expiration Date 05/01/2027 (6)	of Securiti Underlyin Derivative (Instr. 3 a Title Class B Common Stock Class A Common Stock	ies g Ssecurity dd 4) Amount or Number of Shares 3,346 3,346	\$0 \$0	derivativa Securitie Beneficie Owned Following Reported Transacti (Instr. 4)	s slally g f ion(s) 54 10 64	Form: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common Stock) Class B Common Stock Class B Common Stock Option (Right to buy Class B Common	Price of Derivative Security \$2.15 \$0.0 \$0.0	(Month/Day/Year) 06/24/2021 06/24/2021 06/24/2021	if any	/Year) C. 8)	ode (Inst ode V M C	r. Securit Acquir Dispos (D) (Ins and 5) (A)	tive ed (A) or sed of str. 3, 4 (D) (D) (D) (3,346) (21,654) (21,6	Expira (Monti Date Exerci	iiion iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	ate Year) Expiration Date 05/01/2027 (6) (6)	of Securiti Underlyin Derivative (Instr. 3 a Class B Common Stock Class A Common Stock Class A Common Stock	ies g Ssecurity dd 4) Amount or Number of Shares 3,346 3,346 3,346	\$0 \$0 \$0	derivativ Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	s slaly g ion(s) 54 10 64 46	Form: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to buy Class B Common Stock) Class B Common Stock Common Stock Stock Option (Right to buy Class B Common Stock) Stock Option (Right to buy Class B Common Stock Common	Price of Derivative Security \$2.15 \$0.0 \$0.0 \$3.89	(Month/Day/Year) 06/24/2021 06/24/2021 06/24/2021 06/24/2021	if any	Year) C.   Image: Comparison of the second seco	ode (Inst ode V M C M	r. Securit Acquir Dispos (D) (Ins and 5) (A) (A) 3,346	tive ed (A) or sed of str. 3, 4 (D) (D) (D) (3,346) (21,654) (21,6	Expira (Monti Date Exerci	isable ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()   () ()	ate Year)	of Securit Underlyin Derivative (Instr. 3 a Class B Common Stock Class A Common Stock	ies g Ssecurity dd 4) Amount or Number of Shares 3,346 3,346 3,346 21,654	\$0 \$0 \$0 \$0 \$0	derivativ Securitie Beneficia Owned Following Reported Transacti (Instr. 4) 171,6 270,0 266,6 178,3	s g join(s) 54 10 64 46	Form: Direct (D) or Indirect (I) (Instr. 4) D D D D	of Indirect Beneficial Ownership (Instr. 4)

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 4, 2021.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.96, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.92, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3 to this Form 4.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.07 to \$42.10, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.

5. The options are fully vested

6. 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, except for certain permitted transfers.

7. The options vest as to 1/48 of the total shares on February 1, 2018, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

/s/ Thomas Chow, Attorney-in-Fact 06/28/2021

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.