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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2. Issuer Name and Ticker or Trading Symbol</td>
<td>PubMatic, Inc. [ PUBM ]</td>
<td>3. Date of Earliest Transaction (Month/Day/Year)</td>
<td>4. If Amendment, Date of Original Filed (Month/Day/Year)</td>
<td>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</td>
<td>X Director 10% Owner Officer (give title below) Other (specify below)</td>
<td>6. Individual or Joint/Group Filing (Check Applicable Line)</td>
<td>X Form filed by One Reporting Person Form filed by More than One Reporting Person</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>06/01/2022</td>
<td>A</td>
<td>9,062</td>
<td>(2) (3)</td>
<td>Class A Common Stock 9,062</td>
<td>$0.00</td>
<td>9,062</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
2. The RSUs vest in full on the earliest to occur of (a) the first anniversary of the grant date, (b) immediately prior to the Company's next annual meeting of stockholders, (c) the Reporting Person's death or disability, and (d) a change in control of the Issuer. The Reporting Person has elected to defer settlement of the RSUs until the earliest to occur of (i) the third anniversary of the grant date, (ii) the Reporting Person's death or disability, and (d) a change in control of the Issuer.
3. RSUs do not expire; they either vest or are cancelled prior to vesting date.

Remarks:

/\ Abigail Hipps, Attorney-in-Fact
** Signature of Reporting Person
06/03/2022

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 8 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.