

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Hughes Shawna</u>  (Last) (First) (Middle) 12181 BLUFF CREEK DR 4TH FL  (Street) PLAYA VISTA CA 90094  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MAGNITE, INC. [ MGNI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  X Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/05/2020	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2020		A		66,863 <sup>(1)</sup>	A	\$0 <sup>(2)</sup>	167,165	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$6.29	08/03/2020		A		46,923		(3)	08/03/2030	Common Stock	46,923	\$0 <sup>(2)</sup>	46,923	D	

**Explanation of Responses:**

- Represents restricted stock units that vest as follows: 16,716 on August 15, 2021; 4,179 on each November 15, February 15, May 15 and August 15 thereafter through May 15, 2024; and 4,178 on August 15, 2024.
- Granted as compensation for services.
- 25% of the stock options will vest on August 3, 2021 and the remaining option shares will become exercisable in 36 equal installments each calendar month thereafter.

**Remarks:**

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on August 5, 2020. This report on Form 4/A is being filed solely to correct the vesting schedule for the restricted stock units described in footnote 1 of this report.

Aaron Saltz, attorney-in-fact 09/11/2020

\*\* 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.

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