

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>Soroca Adam Lee</u>			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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Head of Global Buyer Team</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O MAGNITE, INC. 12181 BLUFF CREEK DRIVE, 4TH FL			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) PLAYA VISTA CA 90094								
(City) (State) (Zip)								

**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	01/04/2021		S <sup>(1)</sup>		6,695	D	\$29.44	341,111	D	
Common Stock	01/04/2021		M <sup>(1)</sup>		2,792	A	\$1.97	343,903	D	
Common Stock	01/04/2021		M <sup>(1)</sup>		878	A	\$4.92	344,781	D	
Common Stock	01/04/2021		M <sup>(1)</sup>		3,670	D	\$29.44	341,111	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)	\$1.97	01/04/2021		M <sup>(1)</sup>			2,792	(2)	03/15/2028	Common Stock	2,792	\$0 <sup>(3)</sup>	33,315	D	
Employee Stock Option (Right to Buy)	\$4.92	01/04/2021		M <sup>(1)</sup>			878	(4)	02/20/2029	Common Stock	878	\$0 <sup>(3)</sup>	129,970	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 25% of the stock options vested on February 1, 2019 and the remaining option shares have vested or will vest in 36 equal installments each calendar month thereafter.
- Granted as compensation for services.
- 25% of the stock options vested on February 1, 2020 and the remaining option shares have vested or will vest in 36 equal installments each calendar month thereafter.

**Remarks:**

Aaron Saltz, attorney in fact 01/06/2021

\*\* 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.