FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response:	0.5						

Instruc	tion 1(b).				or Section	30(h) of the Ir			es Exchange npany Act of		754				
1. Name and Address of Reporting Person* <u>Buckley Sean Patrick</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGNITE, INC. [ MGNI ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last)	(Last) (First) (Middle) C/O MAGNITE, INC.				3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023						X Officer (give title Other (specifical Section Sec				
1250 BR	OADWAY,	15TH FLOOR			4. If Ameno	dment, Date o	f Origina	l Filed	l (Month/Day	/Year)	6. I Lin	e)		p Filing (Chec	
(Street) NEW YO	ORK NY	<i>I</i> 1	0001										filed by Mo	e Reporting P ore than One F	
(City)	(St	ate) (Z	lip)		Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						ntended to				
		Table	I - Non-D	Perivati	ve Secu	ırities Acq	uired,	Disp	osed of,	or Ber	neficia	ally Own	ed		
1. Title of Security (Instr. 3)  2. Transar Date (Month/Date				Execution Date,		3. Transaction Code (Instr. 8)  4. Securities Acquired Disposed Of (D) (Instr. 5)		d (A) or		ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect			
			(Mc	onth/Day/\	Year)   if ai	ny	Code (I			i (D) (ilist	ı. 3, 4 aı	Benefic Owned	cially Following	(D) or Indired	Beneficial Ownership
			(Mc	onth/Day/\	Year)   if ai	ny	Code (I			(A) or (D)	Price	Benefic Owned Report Transa	cially Following	(D) or Indired	t Beneficial
Common	Stock			onth/Day/\frac{1}{11/15/20}	Year) if ai (Mo	ny	Code (I 8)	Instr.	5)	(A) or	· 	Benefic Owned Report Transa (Instr. :	cially   Following   Ed   ction(s)	(D) or Indired	Beneficial Ownership
Common	Stock	Tal	1 Die II - Dei	11/15/20 erivative	Year) if ai (Mo	ny	Code (18)  Code  F <sup>(1)</sup> ired, D	v Dispo	Amount 5,078	(A) or (D)	Price \$7.8	Benefic Owned Report Transa (Instr. :	cially I Following ed ction(s) 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Tal  3. Transaction Date (Month/Day/Year)	1 Die II - Dei	11/15/20 erivative g., puts d 4. Date, Tr	Year) if ar (Mo	ities Acqu warrants,	Code (18)  Code  F <sup>(1)</sup> ired, D option	V Pispo Is, Co	Amount 5,078  Disect of, convertible sable and te	(A) or (D)  D  T Bene e Secu  7. Title ar Amount of Securitie Underlyint Security 3 and 4)	Price \$7.8  stricial rities) and of second continuous and continuo	Benefic Owned Report Transa (Instr. :	cially I Following ed ction(s) 3 and 4)	(D) or Indirec (I) (Instr. 4)  D  of 10. Owners Form: Direct (I) or Indirec (I) (Instr. 4)	t Beneficial Ownership (Instr. 4)  11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Represents the non-discretionary forfeiture of shares on behalf of the Reporting Person pursuant to an arrangement mandated by the Issuer to cover the tax withholding obligations associated with the vesting of restricted stock units.

(A) (D) Exercisable Date

## Remarks:

/s/ Aaron Saltz, attorney-in-

Title Shares

11/17/2023

**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.