## SEC Form 4

Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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|---|-----------------------|-----------|
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| 1 | hours per response:   | 0.5       |

| STATEMENT | OF | <b>CHANGES I</b> | N BENEFICIAL | <b>OWNERSHIP</b> |
|-----------|----|------------------|--------------|------------------|
|-----------|----|------------------|--------------|------------------|

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

|  |                    |                        | or Section So(n) of the investment company Act of 1940   |   |  |  |  |  |  |
|--|--------------------|------------------------|--|---|--|--|--|--|--|
| 1. Name and Addi<br>Buckley Sea                            |                    | ng Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>MAGNITE, INC.</u> [ MGNI ]  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner  |  |  |  |  |  |
| (Last)<br>C/O MAGNIT                                       | (First)<br>E, INC. | (Middle)               | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/05/2024   | Officer (give title Other (specify below) below) CHIEF REVENUE OFFICER  |  |  |  |  |  |
| 1250 BROADWAY, 15TH FLOOR<br>(Street)<br>NEW YORK NY 10001 |                    |                        | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |  |  |  |
|  |                    |                        |  | Person  |  |  |  |  |  |
| (City)   | (State)            | (Zip)                  | 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 to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |  |  |  |  |  |
|  |                    | Table L - Non-Dor      | ivative Securities Acquired Disposed of or Ben   | oficially Ownod   |  |  |  |  |  |

| Table 1 - Non-Derivative Securities Acquired, Disposed 01, 01 Beneficially Owned |  |   |                              |   |   |   |        |   |   |   |
|--|--|---|------------------------------|---|---|---|--------|---|---|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acq<br>Disposed Of (D) (<br>str. 5) |   |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |   | Code                         | v | Amount (A) or<br>(D)                              |   | Price  | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock   | 06/05/2024                                 |   | <b>S</b> <sup>(1)</sup>      |   | 21,653  | D | \$13.5 | 383,222   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   |     |     | Expiration Date<br>(Month/Day/Year)<br>rired<br>osed<br>3, 4 |                    |       | e and<br>int of<br>rities<br>ritying<br>ative<br>rity (Instr.<br>4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|-------|---|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable  | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares                              |   |  |  |  |

Explanation of Responses:

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 24, 2023.

| <u>/s/ Aaron Saltz, attorney-in-</u><br><u>fact</u> | 06/07/2024 |
|---|------------|
| ** 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.