

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

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>Salt Aaron</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 _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X _____ General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MAGNITE, INC. 6080 CENTER DRIVE, 4TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90045</u>								
(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	09/08/2021		M		5,410	A	\$7.74	263,826	D	
Common Stock	09/08/2021		M		28,852	A	\$5.46	292,678	D	
Common Stock	09/10/2021		M		965	A	\$5.28	293,643	D	
Common Stock	09/10/2021		M		8,264	A	\$3.61	301,907	D	
Common Stock	09/10/2021		M		4,575	A	\$5.16	306,482	D	
Common Stock	09/10/2021		S		40,004	D	\$30.21 ⁽¹⁾	266,478	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
Stock Option (Right to Buy)	\$7.74	09/08/2021		M			5,410	(2)	07/31/2023	Common Stock	5,410	\$0.00 ⁽³⁾	0	D	
Stock Option (Right to Buy)	\$5.46	09/08/2021		M			28,852	(2)	03/05/2023	Common Stock	28,852	\$0.00 ⁽³⁾	0	D	
Stock Option (Right to Buy)	\$5.28	09/10/2021		M			965	(4)	04/01/2030	Common Stock	965	\$0.00 ⁽³⁾	29,911	D	
Stock Option (Right to Buy)	\$3.61	09/10/2021		M			8,264	(5)	02/27/2028	Common Stock	8,264	\$0.00 ⁽³⁾	35,336	D	
Stock Option (Right to Buy)	\$5.16	09/10/2021		M			4,575	(6)	02/28/2029	Common Stock	4,575	\$0.00 ⁽³⁾	22,872	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.15 to \$30.33, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- This option is fully vested and immediately exercisable.
- Equity grant under the Company's 2014 Equity Incentive Plan.
- 25% of the total number of shares underlying this option vested on April 1, 2021 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
- 25% of the total number of shares underlying this option vested on February 14, 2019 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
- 25% of the total number of shares underlying this option vested on February 14, 2020 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.

Remarks:

/s/ Aaron Saltz

09/10/2021

** 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.