**Statement of Changes in Beneficial Ownership**

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

1. Name and Address of Reporting Person: 
   
   **Soroca Adam Lee**

   C/O MAGNITE, INC.
   1250 BROADWAY, 15TH FLOOR
   NEW YORK, NY 10001

2. Issuer Name and Ticker or Trading Symbol: 
   
   **MAGNITE, INC. [ MGN ]**

3. Date of Earliest Transaction (Month/Day/Year): 
   
   01/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year): 
   
   01/04/2023

5. Relationship of Reporting Person(s) to Issuer (Check all applicable): 
   
   Director
   10% Owner
   Other (specify below): Chief Product Officer

6. Individual or Joint/Group Filing (Check Applicable Line): 
   
   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/01/2023</td>
<td>A</td>
<td>113,821(A)</td>
<td>459,587(D)</td>
<td>D</td>
<td>1.00%</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Stock Units</td>
<td>01/01/2023</td>
<td>A</td>
<td>40,602(A)</td>
<td>(D)</td>
<td>(4) (4)</td>
<td>Common Stock</td>
<td>$0.00(2)</td>
<td>40,602(D)</td>
<td>D</td>
<td>100%</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents restricted stock units that vest as follows: 30,826 on February 15, 2024, 7,114 on each May 15, August 15, November 15, and February 15 thereafter until November 15, 2026 and 4,741 on February 15, 2027, 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.

2. Equity grant under the Company's 2014 Equity Incentive Plan.

3. Each performance stock unit ("PSU") represents a contingent right to receive on vesting one share of the Issuer's common stock.

4. Vesting of the PSU will be determined based on the Issuer's total stockholder return ("TSR") for the three-year period beginning on the grant date of the award relative to the TSRs of the companies in the Russell 2000 index over that period. The number of PSUs reported in column 5 reflects the target number of PSUs subject to the award. The award is eligible to vest as to 0% to 150% of the target number of PSUs.

**Remarks:**

/s/ Aaron Saltz, attorney-in-fact 01/04/2023

**Signature of Reporting Person**

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).


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.