1. Name and Address of Reporting Person

Buckley Sean Patrick
C/O MAGNITE, INC.
1250 BROADWAY, 15TH FLOOR
NEWYORK NY 10001

2. Issuer Name and Ticker or Trading Symbol

MAGNITE, INC. [ MGNI ]

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

02/01/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

02/03/2022

5. Relationship of Reporting Person(s) to Issuer

Director
10% Owner
Chief Revenue Officer, CTV

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

### 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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/01/2022</td>
<td></td>
<td></td>
<td>A</td>
<td>230,304</td>
<td>Direct (D)</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>4A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (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>Stock Option (Right to Buy)</td>
<td>$13.9</td>
<td>02/01/2022</td>
<td></td>
<td>A</td>
<td>(3)</td>
<td>Common Stock 86,108</td>
<td>$0.00(2)</td>
<td>86,108</td>
<td>Direct (D)</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. Represents restricted stock units (the "RSUs") that vest as follows: 25% of the total number of shares underlying the RSU will vest on February 15, 2023 and the remaining shares vest in 12 equal quarterly installments on the 15th of every May, August, November and February 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.
2. Equity grant under the Issuer’s 2014 Equity Incentive Plan.
3. 25% of the total number of shares underlying the option will vest on February 1, 2023 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to the Reporting Person's 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, attorney-in-fact 02/03/2022

**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).


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.