1. Name and Address of Reporting Person

Gephart Brian

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

5. Relationship of Reporting Person(s) to Issuer

X 10% Owner
Officer (give title below)
Chief Accounting Officer

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/01/2022</td>
<td>A</td>
<td>38,036 (1)</td>
<td>56,304 (5)</td>
</tr>
</tbody>
</table>

Explanations and Notes:

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.

Remarks:

/s/ Aaron Saltz, attorney-in-fact 02/03/2022

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.