

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

September 16, 2025
Date of Report (Date of earliest event reported)

MAGNITE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36384
(Commission File Number)

20-8881738
(IRS Employer Identification No.)

**1250 Broadway, 15th Floor
New York, New York 10001**
(Address of principal executive offices, including zip code)

(212) 243-2769
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.00001 per share	MGNI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

On September 16, 2025, Magnite, Inc. (the "Company") filed a lawsuit in the U.S. District Court for the Eastern District of Virginia against Google LLC ("Google") seeking financial damages and other remedies in light of the U.S. District Court's ruling that Google had engaged in unlawful anticompetitive practices with respect to certain ad tech markets. A copy of the Company's press release (the "Press Release") is furnished as Exhibit 99.1 and is incorporated herein by reference. The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filings. The filing of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Item 8.01 Risk Factor Update

The Company is also providing the following updates to the Risk Factors set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and subsequently filed Quarterly Report on Form 10-Q:

Risks Related to Our Business, Growth Prospects and Operating Results

Our litigation with Google LLC presents potential risks that could adversely affect our business, results of operations and financial condition.

On September 16, 2025, we filed a lawsuit in the U.S. District Court for the Eastern District of Virginia against Google LLC ("Google") seeking financial damages and other remedies (the "Google Lawsuit") in light of the U.S. District Court's ruling that Google had engaged in unlawful anticompetitive practices with respect to certain ad tech markets. Google is a significant participant in the digital advertising ecosystem and both a major partner and competitor to Magnite and a significant portion of our revenue is generated through our relationship with Google. The Google Lawsuit is in its early stages, and the outcome and timing of the Google Lawsuit is uncertain and difficult to predict. The Google Lawsuit presents several risks to our business, including the potential for retaliatory actions by Google. Any such actions could disrupt our ability to serve our customers and partners, reduce our revenue, and harm our relationships with publishers and advertisers. The Google Lawsuit may be costly, protracted, and divert management's attention and resources from our business operations. Any damages awarded may not be commensurate with our expectations, and we may not receive any monetary damages at all. The existence of the Google Lawsuit and any potential retaliatory measures could also negatively affect our reputation and our ability to compete, potentially causing our business, financial condition, and results of operations to be materially and adversely affected.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of Magnite, Inc. announcing Magnite Files Lawsuit Against Google issued September 16, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MAGNITE, INC.

Date: September 16, 2025

By: /s/ David Day

David Day
Chief Financial Officer

Magnite Files Lawsuit Against Google

Seeks Damages and Other Remedies Relating to Unlawful Monopoly in Ad Tech Following U.S. District Court Ruling

NEW YORK - September 16, 2025 - Magnite (NASDAQ:MGNI), the largest independent sell-side advertising company, announced that it had filed a lawsuit in the U.S. District Court for the Eastern District of Virginia against Google seeking financial damages and other remedies, in light of the April 2025 U.S. District Court's ruling, which found Google had "willfully engaged in a series of anticompetitive acts to acquire and maintain monopoly power" in the ad exchange and ad server markets.

Google's dominance of open-web display advertising has stifled growth, innovation, and investment in the industry for more than a decade. Magnite's complaint outlines Google's exclusionary scheme to lock publishers into its ad server and to preference its own exchange. That conduct ultimately deprived Magnite and other independent players the opportunity to compete fairly and grow their businesses, while harming publishers and advertisers alike.

"Magnite was founded to help publishers thrive by maximizing their advertising yield through innovative technology, trusted guidance, and a transparent marketplace that efficiently connects them to buyers," said Michael Barrett, CEO of Magnite. "For years, Google undermined our ability to execute on this mission with practices that favored its own business over the health of the open web, causing harm to publishers, advertisers, and partners like us. We look forward to a future that promotes healthy competition, ongoing innovation, and value creation for the ecosystem as a whole."

Magnite is represented in this litigation by Kressin Powers LLC. The full complaint is available here:
<https://ml.globenewswire.com/resource/download/f74462d1-5f09-4b15-9101-2bdf7dd7c73e>

About Magnite

We're Magnite (NASDAQ: MGNI), the world's largest independent sell-side advertising company. Publishers use our technology to monetize their content across all screens and formats including CTV, online video, display, and audio. The world's leading agencies and brands trust our platform to access brand-safe, high-quality ad inventory and execute billions of advertising transactions each month. Anchored in bustling New York City, sunny Los Angeles, mile high Denver, historic London, colorful Singapore, and down under in Sydney, Magnite has offices across North America, EMEA, LATAM, and APAC.

Forward-Looking Statements

This press release contains forward-looking statements, including statements concerning the Company's action against Google and the outcome of that action. Forward-looking statements are based on assumptions and estimates, and are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements, including factors identified under the caption "Risk Factors" in filings we have made and will make from time to time with the Securities and Exchange Commission, or SEC, including our Annual Report on Form 10-K for the year ended December 31, 2024 and subsequent Quarterly Reports on Form 10-Q. Forward-looking statements are not guarantees of future performance or events and investors are cautioned not to place undue reliance on any forward-looking statement. Furthermore, forward-looking statements speak only as of the date on which they are made, and, except as required by law, the company disclaims any obligation to update these forward-looking statements to reflect future events or circumstances.

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