1. Name and Address of Reporting Person
   BARRETT MICHAEL G.,
   C/O MAGNITE, INC.
   6080 CENTER DRIVE, 4TH FLOOR
   LOS ANGELES, CA 90045

2. Issuer Name and Ticker or Trading Symbol
   MAGNITE, INC. [MGNI]

3. Date of Earliest Transaction (Month/Day/Year)
   08/26/2021

4. Transaction Date (Month/Day/Year)
   08/26/2021

5. Transaction Code (Instr. 3, 4 and 5)
   A

6. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)
   A

7. Transaction Code (Instr. 3)
   10% Owner

8. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
   136,939

9. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
   1,479,368

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
    X

11. Nature of Indirect Beneficial Ownership (Instr. 4)
    Form filed by One Reporting Person

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>Code</th>
<th>Description</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/26/2021</td>
<td>A</td>
<td>A</td>
<td>136,939</td>
<td>$0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></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>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Description</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Stock Units</td>
<td>08/26/2021</td>
<td>A</td>
<td>379,635</td>
<td>Common Stock</td>
<td>$0.00</td>
<td>379,635</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represented restricted stock units that vest as to 1/3 on each of August 15, 2023, August 15, 2024 and August 15, 2025, 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. Each performance stock unit (“PSU”) represents a contingent right to receive on vesting one share of the Issuer's common stock.
3. The PSUs are subject to both performance-based and time-based vesting requirements. The performance-based requirement for 1/3 of the units will be satisfied if the Issuer achieves share price targets of $60, $80 and $100 over 60 consecutive trading days during a performance period commencing on Aug. 26, 2022 and ending on Aug. 26, 2026, or on such earlier date as the Reporting Person is no longer serving as the Issuer's CEO or Executive Chairman of the Board of Directors. To the extent any of the performance-based requirements are met, the Reporting Person must also provide continued service to the Issuer through at least Aug. 26, 2024 to receive any shares of common stock underlying the PSUs and through Aug. 26, 2026 to receive all of the shares of common stock underlying the PSUs that have satisfied the applicable performance-based requirements. The grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.
4. Equity grant under the Issuer's 2014 Equity Incentive Plan.

Remarks:
** 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.