# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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. [ MGN ]**

3. **Date of Earliest Transaction (Month/Day/Year)**
   - **01/02/2024**

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - **01/02/2024**

5. **Relationship of Reporting Person(s) to Issuer**
   - 10% Owner

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**Rule 10b5-1(c) Transaction Indication**

- **Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.**

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/02/2024</td>
<td>50,667</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

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

| Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Date Exercisable and Expiration Date (Month/Day/Year) | Title and Number of Securities Underlying Derivative Security (Instr. 3 and 4) | Price of Derivative Security (Instr. 5) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------------|---------------------------------_|----------------------------------|-----------------------------|----------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------------------------------------------------------|---------------------------------|-----------------------------------------------|-----------------------------------------------|
| A                                     | A                                             |                                    |                                  | A                           | 50,667                                                                            | 01/04/2024                                     | 01/04/2024                                                       | **Signature of Reporting Person** | **Date**                          | **/s/ Aaron Saltz, attorney-in-fact**                  |

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**Explanation of Responses:**

1. Represents restricted stock units that vest as follows: 13,722 on February 15, 2025, 3,167 on each May 15, August 15, November 15, and February 15 thereafter until November 15, 2027 and 2,108 on February 15, 2028, 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 Amended and Restated 2014 Equity Incentive Plan.

**Remarks:**

- **/s/ Aaron Saltz, attorney-in-fact**
- **01/04/2024**

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).* **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

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.