1. Name and Address of Reporting Person*  
PEARSON DAVID T.  
C/O MAGNITE, INC.  
1250 BROADWAY, 15TH FLOOR  
NEW YORK NY 10001  

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

5. Relationship of Reporting Person(s) to Issuer  
X Director  

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2022  

4. If Amendment, Date of Original Filed  

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by 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>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/21/2022</td>
<td></td>
<td>A</td>
<td>32,422 (A)</td>
<td>32,422 (A)</td>
<td>D</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>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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. 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>
</table>

Explanation of Responses:  
1. Represents restricted stock units of which, (i) 30,145 shares will vest in three equal annual increments on each of March 21, 2023, March 21, 2024 and March 21, 2025 or, if earlier, upon a change of control of the Issuer; and (ii) 2,277 shares will vest on the date of the 2022 annual meeting of the Issuer's stockholders.  
2. Granted as compensation for services.  

Remarks:  
/s/ Aaron Saltz, Attorney-in-Fact  
03/23/2022  

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.