Form 4

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

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

1. Name and Address of Reporting Person
   Caine Paul
   12181 BLUFF CREEK DRIVE, 4TH FLOOR
   PLAYA VISTA CA 90094

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

3. Date of Earliest Transaction (Month/Day/Year)
   04/05/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)
   04/05/2021

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than 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>3. Transaction Code (Instr. 6)</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>04/05/2021</td>
<td>s(1)</td>
<td>D</td>
<td>$39.52(2)</td>
<td>197,573</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/05/2021</td>
<td>s(1)</td>
<td>D</td>
<td>$40.2(3)</td>
<td>186,208</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/05/2021</td>
<td>s(1)</td>
<td>D</td>
<td>$41.49(4)</td>
<td>185,608</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/05/2021</td>
<td>s(1)</td>
<td>D</td>
<td>$42.51(5)</td>
<td>184,708</td>
<td>D</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>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</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>
<tbody>
<tr>
<td>Title and Amount of Securities Underlying Derivative Security</td>
<td>Price of Derivative Security</td>
<td>Direct (D) or Indirect (I)</td>
<td>Nature of Indirect Beneficial Ownership</td>
</tr>
<tr>
<td>Title and Amount of Securities Underlying Derivative Security</td>
<td></td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. These sales were made pursuant to a Rule 10b-18 Trading Plan adopted by the Reporting Person.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $38.97 to $39.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnotes.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.97 to $40.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnotes.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $41.01 to $41.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnotes.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $42.01 to $42.85, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnotes.

Remarks:

/s/ Aaron Saltz, attorney-in-fact
04/07/2021

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.