## 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**
   
   **Soroca Adam Lee**  
   C/O MAGNITE, INC.  
   1250 BROADWAY, 15TH FLOOR  
   NEW YORK NY 10001

2. **Issuer Name andTicker or Trading Symbol**
   
   MAGNITE, INC. [MGNI]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   02/15/2022

4. **Relationship of Reporting Person(s) to Issuer**
   
   X Chief Product Officer

5. **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>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Report (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/15/2022</td>
<td>V</td>
<td>3,481</td>
<td>D</td>
<td>$13.95</td>
<td>383,107</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/15/2022</td>
<td>S</td>
<td>5,000</td>
<td>D</td>
<td>$13.66</td>
<td>378,107</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Represents the non-discretionary forfeiture of shares on behalf of the Reporting Person pursuant to an arrangement mandated by the Issuer to cover the tax withholding obligations associated with the vesting of restricted stock units.

2. These sales were made pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on September 10, 2021.

**Remarks:**

/s/ Aaron Saltz, attorney-in-fact  
02/16/2022

**Signature of Reporting Person**  
Date

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**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.**