FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
---------------	------	-------

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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* BARRETT MICHAEL G.					2. Issuer Name and Ticker or Trading Symbol MAGNITE, INC. [MGNI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
DARRETT MICHAEL G.														X	Direc	tor 10%		10% Ov	ner	
(Last)	(Fi	rst) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 08/15/2023									X	Office belov	er (give title v)		Other (s below)	pecify	
C/O MAGNITE, INC.					00/1	CEO														
1250 BROADWAY,15TH FLOOR					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)														X	Form	filed by One	e Repo	rting Perso	on	
	NEW YORK NY 10001														Form filed by More than One Reporting Person					
(City)	(St	ate) (Ž	Zip)		Rule 10b5-1(c) Transaction Indication															
Check this box to indicate that a transaction was made partial satisfy the affirmative defense conditions of Rule 10b5-1									nade pu .0b5-1(d	rsuant to :). See Ir	nt to a contract, instruction or written plan that is intended to e Instruction 10.									
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired	, Dis	posed of	, or E	enefi	cially	/ Own	ed				
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day				Exec y/Year) if any		Deemed ecution Date, ny onth/Day/Year)					s Acquired (A) o f (D) (Instr. 3, 4 a				ties cially I Following	Form:	Direct of Indirect Istr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) (D)	or Pri	ce	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock			08/15/2	/2023				S ⁽¹⁾		75,000	D	\$8	8.52(2) 1,		330,072		D			
		Tal	ole II -								osed of,				Owne	d				
				(e.g., pu	its, ca	alis, v	varra	ınts,	optio	ns, c	onvertib	ie se	curitie	' S)					1	
1. Title of Derivative Security (Instr. 3)	ative Conversion Date Execution Date, ity or Exercise (Month/Day/Year) if any		tion Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		ate	7. Title and Amount of Securities Underlying Derivative Security (Insti 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	.0. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A)	(D)	Date Exercisable		Expiration Date	Title	Amour or Number of Shares	er						

Explanation of Responses:

- $1.\ These\ sales\ were\ made\ pursuant\ to\ a\ Rule\ 10b5-1\ trading\ plan\ adopted\ by\ the\ Reporting\ Person\ on\ March\ 2,\ 2023.$
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.22 to \$8.69, inclusive. The Reporting Person undertakes to provide 2. The price product in column 415 a weighted are tagge price. These shalles were sold an inauthic unsactions at prices ranging from 30.22 to 30.03, inclusive. The Reporting Ferson 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 range set forth in this footnote.

Remarks:

/s/ Aaron Saltz, attorney-in-

08/17/2023

fact

** 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).
- ** 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.