

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MAGNITE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

20-8881738
(I.R.S. Employer
Identification No.)

**1250 Broadway, 15th Floor
New York, New York 10001**
(Address of Principal Executive Offices, Zip Code)

**The Rubicon Project, Inc. 2014 Equity Incentive Plan, as amended
The Rubicon Project, Inc. 2014 Employee Stock Purchase Plan, as amended**
(Full title of the plans)

**Aaron Saltz
General Counsel and Corporate Secretary
Magnite, Inc.
1250 Broadway, 15th Floor
New York, New York 10001**
(Name and address of agent for service)

(212) 243-2769
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Magnite, Inc., a Delaware corporation (the “Registrant”), pursuant to General Instruction E to Form S-8, to register 33,773,920 additional shares of the Registrant’s Common Stock, \$0.00001 par value per share, issuable pursuant to future awards that may be granted under the Rubicon Project, Inc. 2014 Equity Incentive Plan, as amended (the “2014 Plan”) and the Rubicon Project, Inc. 2014 Employee Stock Purchase Plan, as amended (the “ESPP” and together with the “2014 Plan” the “Plans”). In accordance with such instruction, the Registrant hereby incorporates herein by reference the prior Registration Statements on Form S-8 filed by the Registrant with respect to the Plans on May 15, 2014 (SEC File No. 333-195972), July 28, 2017 (SEC File No. 333-219563), and April 9, 2020 (SEC File No. 333-237613), together with all exhibits filed therewith or incorporated therein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit No. | Exhibit Description |
|--------------------|---|
| 4.1 | <u>Sixth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2014).</u> |
| 4.2 | <u>Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation of Magnite, Inc., dated June 30, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 10, 2020).</u> |
| 4.3 | <u>Fourth Amended and Restated Bylaws of the Registrant, dated June 30, 2020 (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 10, 2020).</u> |
| 5.1* | <u>Opinion of Aaron Saltz, Esq.</u> |
| 23.1* | <u>Consent of Aaron Saltz, Esq. (included in Exhibit 5.1).</u> |
| 23.2* | <u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u> |
| 24.1* | <u>Power of Attorney (included on signature page hereto).</u> |
| 99.1 | <u>The Rubicon Project, Inc. 2014 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 8, 2016).</u> |
| 99.2 | <u>The Rubicon Project, Inc. 2014 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2018).</u> |
| 107* | <u>Filing Fee Table.</u> |

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 2, 2022.

Magnite, Inc.

By: /s/ David Day
Name: David Day
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Barrett, David Day and Aaron Saltz, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u>/s/ Michael Barrett</u> Michael Barrett | President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | March 2, 2022 |
| <u>/s/ David Day</u> David Day | Chief Financial Officer (<i>Principal Financial Officer</i>) | March 2, 2022 |
| <u>/s/ Brian Gephart</u> Brian Gephart | Chief Accounting Officer (<i>Principal Accounting Officer</i>) | March 2, 2022 |
| <u>/s/ Paul Caine</u> Paul Caine | Director | March 2, 2022 |
| <u>/s/ Robert J. Frankenberg</u> Robert J. Frankenberg | Director | March 2, 2022 |
| <u>/s/ Sarah P. Harden</u> Sarah P. Harden | Director | March 2, 2022 |
| <u>/s/ Doug Knopper</u> Doug Knopper | Director | March 2, 2022 |
| <u>/s/ Rachel Lam</u> Rachel Lam | Director | March 2, 2022 |
| <u>/s/ James Rossman</u> James Rossman | Director | March 2, 2022 |
| <u>/s/ Robert F. Spillane</u> Robert F. Spillane | Director | March 2, 2022 |
| <u>/s/ Lisa L. Troe</u> Lisa L. Troe | Director | March 2, 2022 |

CALCULATION OF FILING FEE TABLE

Form S-8

Magnite, Inc.

Table 1 – Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|---|----------------------|-----------------------|--|----------------------------------|-------------------------|----------------------------|
| Equity | Common Stock, par value \$0.00001 per share | 457(c); 457(h) | | | | | |
| | To be issued pursuant to future awards under the Rubicon Project, Inc. 2014 Equity Incentive Plan, as amended (the "2014 Plan") | 457(c); 457(h) | 27,311,600 (2) | \$11.49 (3) | \$313,810,284.00 (3) | \$92.70 per \$1,000,000 | \$29,090.21 |
| | To be issued pursuant to future awards under the Rubicon Project, Inc. 2014 Employee Stock Purchase Plan, as amended (the "ESPP") | 457(c); 457(h) | 6,462,320 (4) | \$9.77 (5) | \$63,136,866.40 (5) | \$92.70 per \$1,000,000 | \$5,852.79 |
| Total Offering Amounts | | | 33,773,920 | | \$376,947,150.40 | | \$34,943.00 |
| Total Fee Offsets | | | | | | | \$0 |
| Net Fee Due | | | | | | | \$34,943.00 |

- (1) In addition to the number of shares of the common stock, par value \$0.00001 per share (the "Common Stock") of the Registrant stated above, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that may be issued under the 2014 Plan as a result of the "evergreen" provision contained therein as well as 15,000,000 shares of Common Stock in anticipation of future "evergreen" increases under the 2014 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Global Select Market on February 23, 2022.
- (4) Represents shares of Common Stock that may be issued under the ESPP as a result of the "evergreen" provision contained therein as well as 4,000,000 shares of Common Stock in anticipation of future "evergreen" increases under the ESPP.
- (5) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457 under the Securities Act, based upon a 15% discount from the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Global Select Market on February 23, 2022, such discount representing the maximum permissible discount offered pursuant to the ESPP.

March 2, 2022

Magnite, Inc.
1250 Broadway, 15th Floor
New York, NY 10001

Re: *Magnite, Inc. Registration Statement on Form S-8*

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") of Magnite, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 33,773,920 shares of the Company's common stock, par value \$0.00001 per share (the "Shares"). The Shares subject to the Registration Statement relate to the following equity plans: The Rubicon Project, Inc. 2014 Equity Incentive Plan and The Rubicon Project, Inc. 2014 Employee Stock Purchase Plan (collectively, the "Plans").

In arriving at the opinion expressed below, I have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as I have deemed relevant and necessary as the basis for the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated herein and in reliance on statements of fact contained in the documents that I have examined, I am of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. I assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretation thereof or such facts. I am not admitted to practice in the State of Delaware; however, I am generally familiar with the Delaware General Corporation Law as currently in effect and have made such inquiries as I consider necessary to render my opinion.

I am opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

I consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name under the caption "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Aaron Saltz

Aaron Saltz, Esq.
General Counsel & Corporate Secretary
Magnite, Inc.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2022 relating to the consolidated financial statements of Magnite, Inc. and the effectiveness of Magnite, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Magnite, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Los Angeles, California
March 2, 2022