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
   Day David
   (Last) (First) (Middle)
   C/O MAGNITE, INC.
   1250 BROADWAY, 15TH FLOOR
   NEW YORK NY 10001

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

3. Date of Earliest Transaction (Month/Day/Year)
   07/11/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   07/13/2023

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner
   Chief Financial Officer

Rule 10b5-1(c) Transaction Indication
   X

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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/11/2023</td>
<td></td>
<td>M</td>
<td>9,584 D</td>
<td>$1.97</td>
<td>434,528 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/11/2023</td>
<td></td>
<td>S</td>
<td>9,584 D</td>
<td>$15</td>
<td>424,944 D</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>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$1.97</td>
<td>07/11/2023</td>
<td></td>
<td>M</td>
<td>9,584 (1)</td>
<td>03/13/2028</td>
<td>Common Stock 9,584 $0.00 (1)</td>
<td>D</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. This exercise and subsequent sale was made pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on March 13, 2023.
2. 25% of the shares originally subject to the option vested on February 1, 2019 and the remaining shares vested in 36 equal monthly installments thereafter.
3. Granted as compensation for services.

Remarks:

/s/ Aaron Saltz, attorney-in-fact 07/13/2023
** 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.