1. Name and Address of Reporting Person
   Soroca Adam Lee
   (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)
   02/15/2024

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Officer (give title below)
   CHIEF PRODUCT OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication
   Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|---------------------------------|-----------------|-----------------|---------------|-----------------|-----------------|-----------------|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |
| Common Stock | 02/15/2024 | F | 21,971 | D | $9.74 | 510,712 | D |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |
|---------------------------------|-----------------|-----------------|---------------|-----------------|-----------------|-----------------|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
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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.

/s/ Aaron Saltz, attorney-in-fact 02/16/2024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

** Signature of Reporting Person Date

- 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.