Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
   Saltz Aaron
   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)
   01/02/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   01/04/2024

5. Relationship of Reporting Person(s) to Issuer
   X Director (Check all applicable)
   X 10% Owner
   X Officer (give title below)
   Chief Legal Officer
   Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/02/2024</td>
<td></td>
<td>A</td>
<td>A</td>
<td>$0.00</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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Stock Units</td>
<td>(3)</td>
<td>01/02/2024</td>
<td>A</td>
<td>22,331</td>
<td>Common Stock 22,331</td>
<td>$0.00</td>
<td>22,331</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanations of Responses:
1. Represents restricted stock units that vest as follows: 16,955 on February 15, 2025, 3,913 on each May 15, August 15, November 15, and February 15 thereafter until November 15, 2027 and 2,604 on February 15, 2028, subject to continued service to the Issuer through each vesting date. This equity grant may be subject to accelerated vesting in the event the Reporting Person's employment is terminated under certain circumstances.

2. Equity grant under the Company's Amended and Restated 2014 Equity Incentive Plan.

3. Each performance stock unit ("PSU") represents a contingent right to receive on vesting one share of the Issuer's common stock.

4. The PSU's will generally vest on the three-year anniversary of the grant date of the award subject to the Reporting Person's continued service through the vesting date. The number of shares vested will be determined based on the Issuer's stockholder return ("TSR") relative to the TSRs of the companies in the Russell 2000 index for the three year-period beginning January 1, 2024, as well as certain interim measurements based on relative TSR for the one-year and two-year periods beginning on January 1, 2024. The number of PSUs reported in column 5 reflects the target number of PSUs subject to the award. The award is eligible to vest as to 0% to 150% of the target number of PSUs.

Remarks:

/s/ Aaron Saltz
01/04/2024

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.

[Form filed by One Reporting Person]
[Form filed by More than One Reporting Person]