Evans Katie Seitz

(Middle)  
C/O MAGNITE, INC.  
12181 BLUFF CREEK DRIVE, 4TH FLOOR  
PLAYA VISTA  
CA  
90094

MAGNITE, INC. [ MNGI ]

Director

Chief Operating Officer

04/05/2021

5 Abs

Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired,Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)  2. Transaction Date (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 Acquired Following Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  7. Nature of Indirect Beneficial Ownership (Instr. 4)

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Common Stock  04/05/2021  S (1)  27,896  D  $40.26  391,898 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:
1. Represents the non-discretionary sale 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.

Remarks:

/s/ Aaron Saltz, attorney-in-fact  04/07/2021

** 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.