Barrett Michael G.

C/O Magnite, Inc.
1250 Broadway, 15th Floor

New York, NY 10001

Date of Earliest Transaction: 05/15/2022

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/15/2022</td>
<td>F</td>
<td>(1)</td>
<td>32,422</td>
<td>D $10.59 1,541,468</td>
<td>Direct</td>
<td>Indirect</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

Explanations 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.
2. Includes 1,129 shares acquired by the Reporting Person on May 15, 2022 under the Issuer's employee stock purchase plan.

Remarks:

/s/ Aaron Saltz, attorney-in-fact 05/17/2022

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.