**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**

BARRETT MICHAEL G.

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 (Month/Day/Year)**

**5. Relationship of Reporting Person(s) to Issuer (Check all applicable)**

- Director
- Officer (give title below)
- Other (specify below)

CEO

**6. Individual or Joint/Group Filing (Check Applicable Line)**

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>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)</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>02/15/2024</td>
<td></td>
<td>V</td>
<td>(A) or (D)</td>
<td>$9.74</td>
<td></td>
<td>D</td>
<td></td>
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<td>2A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>20,400</td>
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<td>3. Transaction Code (Instr. 8)</td>
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<td>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</td>
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<td>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</td>
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<td>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
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<td>7. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
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</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. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Amount or Number of Shares 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>
</table>

**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

**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.