FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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	Check this box if no longer subject
٦	to Section 16. Form 4 or Form 5
J	obligations may continue. See
	Instruction 1(b).

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

						. ,			11 001										
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol MAGNITE, INC. [MGNI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
EII WIIC	LHAEL G.					,				,			X	Direc	tor	1	0% O۱	vner	
(F	(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)								X				Other (specify below)		
(Last) (First) (Middle) C/O MAGNITE, INC.					05/16/2023								CEO						
OADWAY	,15TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
													X	X Form filed by One Reporting Person					
(Street) NEW YORK NY 10001														Form filed by More than One Reporting Person				orting	
(City) (State) (Zip)								Trans	sac	tion Ind	icati	on							
			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 - No	n-Deriva	tive S	ecur	ities	Acq	uired,	Dis	posed of	, or I	3enefi	cially	y Owr	ned				
Date				Execution Date, if any			ate,	Transaction Disposed Of (D Code (Instr. 5)						nd Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) (D)	or Pri	ce	Transa	ction(s)				
Common Stock 05/1					:023			S ⁽¹⁾		24,679) D \$		0.88	1,505,072(2)		D			
	Tab													Owne	d				
2. Conversion Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)		Transaction Code (Instr. 8) Number of Derivative		rative rities iired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amou or Numb		Derivativ Security (Instr. 5)		derivative Securities Beneficiall Owned Following Reported	Owne Form Direc or Ind (I) (In	: t (D) lirect	11. Nature of Indirec Beneficial Ownershi (Instr. 4)				
	(Fignite Institute of Security (Institute of Security (Institute of Security (Institute of Security of Security (Institute of Security of	(First) (I) GNITE, INC. OADWAY,15TH FLOOR ORK NY 1 (State) (3 Table Security (Instr. 3) Stock Tak 2. Conversion or Exercise Price of Date (Month/Day/Year)	(First) (Middle) GNITE, INC. OADWAY,15TH FLOOR ORK NY 10001 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - Conversion or Exercise Price of Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) Executif any (Month/Day/Year)	(First) (Middle) GNITE, INC. OADWAY,15TH FLOOR Table I - Non-Derivation (Month/Day) Stock Table II - Derivative (e.g., put (e.g., put (Month/Day)/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	MAI STATE STATE	MAGN	MAGNITE,	MAGNITE, INC (First) (Middle) GNITE, INC. OADWAY,15TH FLOOR Table I - Non-Derivative Securities Acque (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year) 3. Date of Earliest Trans 05/16/2023 4. If Amendment, Date of Check this box to individe attisfy the affirmative description of Execution Date (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, 1/4, or of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Instr. 3,	MAGNITE, INC. MAGNITE, INC	MAGNITE, INC. [MGNI	MAGNITE, INC. [MGNI]	MAGNITE, INC. [MGNI] MAGNITE, INC. [MGNI]	MAGNITE, INC. [MGNI] (First) (Middle) GNITE, INC. OADWAY,15TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ir Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Derivative Securities Acquired (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities) Acquired (Month/Day/Year) (Month/Day/Year) Amount or Exercise (Month/Day/Year) (Month/Day/Year)	MAGNITE, INC. [MGNI] (First) (Middle) GNITE, INC. OADWAY,15TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a cont satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially and Code (Instr. 8) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (if any (Month/Day/Year) (instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Date (Instr. (A) or Date (Instr. (B) or Date (Instr. (B) or Exercise (Instr. (B) or Date (Instr. (B) or D	MAGNITE, INC. MGNI STATE MGNI MGNI	MAGNITE, INC. [MGNI] (First) (Middle) (First) (Middle) (STIT MICHAEL G. 3. Date of Earliest Transaction (Month/Day/Year) (DOADWAY, 15TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction Holication Check this box to indicate that a transaction was made pursuant to a contract, instruction or wr satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible) 2. Transaction (lond) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible) Stock Table II - Derivative Securities Acquired (A) or Price (lond) For instruction or wr and pursuant to a contract, instruction or wr astisty the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table II - Non-Derivative Securities Stock Table II - Non-Derivative Securities Acquired (A) or Price (Instr. 3, 4 and 5) Securities Conversion Date (e.g., puts, calls, warrants, options, convertible securities) Amount of Securities Conversion Date (Month/Day/Year) Amount of Securities Acquired (A) or Price (Instr. 4) Amount of Securities Acquired (A) or Price (Instr. 4) Amount of Securities Acquired (A) or Price (Instr. 4) Amount of Securities Conversion Date (Instr. 4) Amount of Securi	MAGNITE, INC. MGNI	MAGNITE, INC. [MGNT] (First) (Middle) (First) (Middle) (First) (Middle) (SNITE, INC. OADWAY,15TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) 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 interest satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or (D) (Instr. 4) (B) (Instr. 4) (CEC (CEO (A) or (D) (Month/Day/Year) (CECk X Director (CEC) And Other (below) (CEC (A) or (D) (Instr. 4) (CEO (A) or (D) (Instr. 4) (CEC) (Instr. 4) (Check this box to indicate that a transaction (Month/Day/Year) (Conversion of Rule 10b5-1(c) Transaction (Nonth/Day/Year) (A) or (D)	

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.
- $2. \ Includes \ 1,971 \ shares \ acquired \ by \ the \ Reporting \ Person \ on \ May \ 15, \ 2023 \ under \ the \ Issuer's \ employee \ stock \ purchase \ plan.$

Remarks:

/s/ Aaron Saltz, attorney-infact 05/18/2023

** 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).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.