

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

July 30, 2020

Date of Report (Date of earliest event reported)

MAGNITE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36384

(Commission File Number)

20-8881738

(IRS Employer Identification No.)

12181 Bluff Creek Drive, 4th Floor

Los Angeles, CA 90094

(Address of principal executive offices, including zip code)

(310) 207-0272

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	MGNI	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 20, 2020, Magnite, Inc. (the “Company”) announced that Shawna Hughes had been appointed as interim Chief Accounting Officer (“CAO”) of the Company, effective as of June 1, 2020. Ms. Hughes’s appointment as interim CAO was previously disclosed in the Company’s Form 8-K filed with the Securities and Exchange Commission on May 27, 2020. On July 30, 2020, the Company appointed Ms. Hughes as the Company’s permanent Chief Accounting Officer, effective August 3, 2020.

As previously disclosed, Ms. Hughes, age 43, joined the Company in December 2015. From July 2018 through the closing of the Company’s merger with Telaria, Inc., she served as Head of Global Human Resources and, following the merger, she has served as Integration Lead of the Company in addition to her role as the interim CAO. From 2015 to 2018, she served as Vice President of People Operations. Prior to joining the Company, from June 2007 to November 2015, Ms. Hughes served in the roles of Senior Director of International Accounting (International Controller), Senior Director of Revenue and Financial Systems, and Director of Diversity and Inclusion at Concur Technologies, Inc. Prior to that, Ms. Hughes served as a Support Manager at Microsoft. Ms. Hughes holds a Bachelor of Science in International Business from George Fox University and a Master of Accounting from the University of Notre Dame and is a Certified Public Accountant.

In conjunction with her appointment, on August 3, 2020, the Company granted Ms. Hughes a one-time equity award (the “Award”) comprised of (i) 66,863 restricted stock units and (ii) options to purchase 46,923 shares of the Company’s common stock at an exercise price of \$6.29. The Award will vest over four years on the Company’s standard vesting terms. Ms. Hughes has no family relationship with any director or executive officer of the Company and Ms. Hughes has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MAGNITE, INC.

Date: August 5, 2020

By: /s/ Aaron Saltz

Aaron Saltz

General Counsel and Corporate Secretary