

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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* <u>Lahav Ori</u> (Last) (First) (Middle) <u>111 WEST 19TH STREET</u> (Street) <u>NEW YORK NY 10038</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>07/22/2021</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Outbrain Inc. [OB]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Founder, CTO and GM, Israel</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Stock</u> | <u>839,559</u> | <u>D</u> | |

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-------------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>Stock option (right to buy Common Stock)⁽²⁾</u> | <u>06/30/2021</u> | <u>12/24/2030</u> | <u>Common Stock</u> | <u>13,787</u> | <u>6.44</u> | <u>D</u> | |
| <u>Restricted stock units⁽¹⁾</u> | <u>(1)</u> | <u>(1)</u> | <u>Common Stock</u> | <u>39,521</u> | <u>0.00</u> | <u>D</u> | |

Explanation of Responses:

- These Restricted stock units vest on a quarterly basis with 6,434 shares vesting each quarter.
- These stock options are only those held by the reporting person that are exercisable within 60 days of June 30, 2021.

/s/ Ori Lahav

07/22/2021

** 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 5 (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.