Form 4

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

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
Kostman David
111 WEST 19TH STREET
NEW YORK NY 10011

2. Issuer Name and Ticker or Trading Symbol
Outbrain Inc. [ OBN ]

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2022

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
X Director
10% Owner
X Officer (give title below)
Co-Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/06/2022</td>
<td>F</td>
<td>2,222 D</td>
<td>$5.16</td>
<td>425,094 D</td>
<td></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 (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares withheld by the Company to cover tax obligations arising upon vesting and settlement of restricted stock units under the registrant's 2007 Omnibus Securities and Incentive Plan in a transaction exempt under Rule 16b-3.

Remarks:

/s/ Veronica Gonzalez, as attorney-in-fact 07/08/2022

** 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.
Exhibit 24

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Yaron Galai, Jason Kiviat, Veronica Gonzalez, Alexia

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of July, 2022.

David Kostman

/s/ David Kostman