

**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>Galai Yaron</u> <hr/> (Last) (First) (Middle) <u>111 WEST 19TH STREET</u> <hr/> (Street) <u>NEW YORK NY 10011</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Founder and Co-CEO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/22/2021</u>
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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>3,620,850⁽¹⁾⁽²⁾</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)⁽¹⁾⁽³⁾</u>	<u>(1)(3)</u>	<u>12/24/2030</u>	<u>Common Stock</u>	<u>147,059⁽¹⁾</u>	<u>10.95⁽¹⁾</u>	<u>D</u>	

Explanation of Responses:

- This Form 3 amendment is being filed to correct the original Form 3 filed on July 22, 2021. The shares of common stock listed in Table I has been updated to include total restricted stock units held by the reporting person, previously listed in Table II. The number of stock options held by the reporting person has been updated to reflect total options held. The conversion price has been updated to account for the Issuer's reverse stock-split.
- Included in the total are 110,295 restricted stock units held by the reporting person.
- The option vests monthly over a period of four (4) years beginning December 24, 2020.

/s/ Yaron Galai

08/09/2021

** 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.