1. Name and Address of Reporting Person*  
Bradshaw Wenkai  
(Last)  
(First)  
(Middle)  
C/O OUTBRAIN INC.  
111 WEST 19TH STREET  
(Street)  
NEW YORK NY 10011  
(City)  
(State)  
(Zip)  

2. Issuer Name andTicker or Trading Symbol  
Outbrain Inc. [OB]  

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2022  

4. If Amendment, Date of Original Filed  

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
X 10% Owner  
Director  
CAO & VP Corporate Controller  
Officer (give title below)  
Other (specify below)  

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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/07/2022</td>
<td>F</td>
<td>230(1)</td>
<td>D</td>
<td>$3.55</td>
<td>99,631</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/07/2022</td>
<td>F</td>
<td>326(2)</td>
<td>D</td>
<td>$3.61</td>
<td>99,305</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  
|--------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|

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.  
2. Shares withheld by the Company to cover tax obligations arising upon vesting and settlement of restricted stock units under the registrant's 2021 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3.  

Remarks:  
/s/ Veronica Gonzalez, as attorney-in-fact  
12/09/2022  
** 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.