

**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>Viola Ventures III, L.P.</u> (Last) (First) (Middle) <u>12 ABBA EBAN AVENUE</u> (Street) <u>HERZLIYA L3</u> <u>4672530</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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)
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**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			
Series B Preferred Stock ⁽¹⁾	(1)	(1)	Common Stock	4,284,047	(1)	D ⁽²⁾	
Series C Preferred Stock ⁽¹⁾	(1)	(1)	Common Stock	1,049,474	(1)	D ⁽²⁾	
Series D Preferred Stock ⁽¹⁾	(1)	(1)	Common Stock	478,964	(1)	D ⁽²⁾	
Series F Preferred Stock ⁽¹⁾	(1)	(1)	Common Stock	175,396	(1)	D ⁽²⁾	
Series G Preferred Stock ⁽¹⁾	(1)	(1)	Common Stock	333,304	(1)	D ⁽²⁾	

Explanation of Responses:

1. These shares of Series B, Series C, Series D, Series F and Series G Preferred Stock will convert to Common Stock at the ratio specified in the company's Eleventh Amended and Restated Certificate of Incorporation, which is included as Exhibit 3.3 to the company's Registration Statement on Form S-1, as amended (File No. 333-257525), in connection with the consummation of the company's initial public offering.

2. Viola Ventures GP 3 Ltd. is the general partner of the reporting person and possesses sole voting and dispositive power over these shares.

/s/ Shlomo Dovrat, Board
Member of Viola Ventures III, L.P. 07/29/2021

/s/ Itzik Avidor, Chief
Financial Officer of Viola Ventures III, L.P. 07/29/2021

** 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.