

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gemini Israel IV Limited Partnership</u> (Last) (First) (Middle) C/O GEMINI ISRAEL FUNDS LTD. 1 ABBA EBAN AVENUE (Street) HERZLIYA L3 4672519 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Outbrain Inc. [OB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2021		C		4,383,637 ⁽²⁾	A	\$0.00	4,921,763 ⁽²⁾	D ⁽¹⁾	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock ⁽²⁾	(2)	07/27/2021		C			1,667,090	(2)	(2)	Common Stock	1,667,090	\$0	0	D ⁽¹⁾	
Series B Preferred Stock ⁽²⁾	(2)	07/27/2021		C			1,531,301	(2)	(2)	Common Stock	1,531,301	\$0	0	D ⁽¹⁾	
Series C Preferred Stock ⁽²⁾	(2)	07/27/2021		C			935,247	(2)	(2)	Common Stock	935,247	\$0	0	D ⁽¹⁾	
Series F Preferred Stock ⁽²⁾	(2)	07/27/2021		C			219,244	(2)	(2)	Common Stock	249,999 ⁽³⁾	\$0	0	D ⁽¹⁾	

1. Name and Address of Reporting Person* <u>Gemini Israel IV Limited Partnership</u> (Last) (First) (Middle) C/O GEMINI ISRAEL FUNDS LTD. 1 ABBA EBAN AVENUE (Street) HERZLIYA L3 4672519 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Gemini Israel IV (Annex Fund) Limited Partnership</u> (Last) (First) (Middle) C/O GEMINI ISRAEL FUNDS LTD. 1 ABBA EBAN AVENUE (Street) HERZLIYA L3 4672519 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Gemini Partners Investors IV L.P.](#)

(Last) (First) (Middle)

C/O GEMINI ISRAEL FUNDS LTD.

1 ABBA EBAN AVENUE

(Street)

HERZLIYA
PITUACH

L3

4672519

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Gemini Partners Investors IV \(Annex Fund\) L.P.](#)

(Last) (First) (Middle)

C/O GEMINI ISRAEL FUNDS LTD.

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(Street)

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(City) (State) (Zip)

Explanation of Responses:

1. The shares are held directly by Gemini Israel IV L.P. ("Gemini LP"), Gemini Israel IV (Annex Fund) L.P. ("Gemini LP Annex"), Gemini Partners Investors IV L.P. ("Gemini Partners") and Gemini Partners Investors IV (Annex Fund) L.P. ("Gemini Partners Annex," and together with Gemini LP, Gemini LP Annex and Gemini Partners, the "Reporting Persons"). Gemini Israel Funds Ltd. is the general partner and/or controlling partner of each of the Reporting Persons.

2. The shares of Series A, Series B, Series C and Series F Preferred Stock previously reported by the Reporting Persons converted to Common Stock on July 27, 2021 at the ratios 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.

3. Includes 30,755 shares issued pursuant to a preset automatic anti-dilution adjustment set forth in the terms of the Series F Preferred Stock.

[Gemini Israel IV Limited Partnership; by: /s/ Yossi Sela, Managing Partner of Gemini Israel Funds Ltd., its General Partner](#) [07/29/2021](#)

[Gemini Israel IV \(Annex Fund\) L.P.; by: /s/ Yossi Sela, Managing Partner of Gemini Israel Funds Ltd., its General Partner](#) [07/29/2021](#)

[Gemini Partners Investors IV L.P.; by: /s/ Yossi Sela, Managing Partner of Gemini Israel Funds Ltd., its General Partner](#) [07/29/2021](#)

[Gemini Partners Investors IV \(Annex Fund\) L.P.; by: /s/ Yossi Sela, Managing Partner of Gemini Israel Funds Ltd., its General Partner](#) [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 4 (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.