FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
hours per response	: 0.5							

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

## 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

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1. Name and Address of Reporting Person*  Krindel Yaffa					2. Issuer Name <b>and</b> Ticker or Trading Symbol Outbrain Inc. [OB]							(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
rtinice	1 10110												┥ ・	X Direc			10% Ov	vner			
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/05/2023								Offic belov	er (give title w)		Other (s	specify				
C/O OUTBRAIN INC.					Δ If Δ	4. If Amendment, Date of Original Filed (Month/Day/Year)							6 11	6. Individual or Joint/Group Filing (Check Applicable							
111 WEST 19TH STREET				4. II Americinent, Date of Original Filed (Month/Day/Year)								Line)									
													X Form filed by One Reporting Person								
(Street) NEW YORK NY 10011														Form filed by More than One Reporting Person							
NEW YO	JRK N	Y I	0011		Dula 10hF 1(a) Transportion leading the																
l l								ule 10b5-1(c) Transaction Indication													
(City) (State) (Zip)						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to															
			∐ sa	satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																	
		Table	l - Noı	n-Deriva	tive S	ecur	ities Acq	uired,	Disp	osed of	f, or	Ben	eficia	lly Ow	ned						
1. Title of	Security (In	str. 3)		2. Transact	tion		Deemed	3.		4. Securiti					ount of	6. Own		7. Nature			
Date (Month/Day				Execution Date,			Transaction Disposed Of (D) (Insti			r. 3, 4	Secur Benef		Form: I (D) or		of Indirect Beneficial						
ľ				· ·	(Month/Day/Ye		th/Day/Year)	8)					Owne		Indirec (Instr. 4		Ownership (Instr. 4)				
								Code	V	Amount	(A) or		Price	Reported Transaction(s) (Instr. 3 and 4)		<u> </u> `		`			
								Code	Ľ	Amount	(1	D)	Price								
Common Stock 06/05/2				06/05/2	2023			A 2		20,000	0 A \$		<b>\$0</b> <sup>(1)</sup>	44,777		Г	)				
		Tab	le II -	Derivativ	ve Se	curit	ies Acqu	ired. D	ispo	sed of.	or B	Bene	ficiall	v Owne	ed						
							varrants,							,	<del></del>						
1. Title of	2.	3. Transaction	3A. De		4.		5.	6. Date Exercisab			7. Title and			. Price of	9. Number			11. Nature			
Derivative Security	Conversion or Exercise		Execution Date, if any		Transaction Code (Instr.		Number of					Amount of Securities		Derivative Security	derivative Securities		Ownership Form:	of Indirect Beneficial			
(Instr. 3)	Price of Derivative		(Month	n/Day/Year)	8)		Derivative Securities	Under				erlying		Instr. 5)	tr. 5) Beneficial Owned		rect (D) Indirect	Ownership (Instr. 4)			
	Security						Acquired	Secu			curity			Following Reported		(I) (Instr. 4)	(				
							(A) or Disposed				(insi	(Instr. 3 and 4)			Transactio	n(s)					
							of (D) (Instr. 3, 4								(Instr. 4)						
							and 5)														
													ount								
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					Code	v	(A) (D)	Date Exercisable		Expiration Date			ıres								
		1				1			_												

## Explanation of Responses:

1. Restricted stock units granted pursuant to the Company's 2021 Long-Term Incentive Plan which vest in twelve equal increments beginning on June 5, 2023 and on each quarterly anniversary thereof.

## Remarks:

/s/ Veronica Gonzalez, as attorney-in-fact

06/07/2023

or indirectly

\*\* 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.