

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM 8-K
CURRENT REPORT**
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2023

Outbrain Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-40643
(Commission File Number)

20-5391629
(IRS Employer
Identification No.)

**111 West 19th Street
New York, NY 10011**
(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code): **(646) 867-0149**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	OB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director.

Effective February 26, 2023, Nithya B. Das joined the Board of Directors (the “Board”) of Outbrain Inc. (the “Company”). Ms. Das will serve as a Class I director with a term expiring at the Company’s 2025 Annual Meeting of Stockholders. Ms. Das has been appointed to serve as a member of the Compensation Committee.

Ms. Das has served as Chief Operating Officer of Olo Inc., a leading open SaaS solution for the restaurant industry, since January 2022 and Chief Legal Officer and Corporate Secretary since November 2020. Prior to that, Ms. Das held the positions of General Counsel and Secretary from October 2019 and November 2020, respectively. From September 2011 until December 2018, Ms. Das served in several roles at AppNexus Inc., an advertising technology company, including as the Chief Legal and People Officer where she oversaw the company’s global legal, corporate development, and human resources affairs. Prior to AppNexus, Ms. Das served as an attorney in the New York office of Goodwin Procter LLP where she represented public and private growth technology companies. Ms. Das holds a B.A. in Business Administration (Finance) from the South Carolina Honors College at University of South Carolina and a J.D. from Brooklyn Law School.

The Board has determined that Ms. Das is independent under the rules of The Nasdaq Stock Market LLC (“Nasdaq”) and also meets the heightened standards of independence for compensation committee membership under the applicable rules of the U.S. Securities and Exchange Commission (“SEC”) and Nasdaq.

Ms. Das’ compensation will be consistent with that of other non-employee directors paid by the Company to its non-employee directors as generally described under “Director Compensation” in the Company’s proxy statement filed with the SEC dated April 28, 2022. There are no arrangements or understandings between Ms. Das and any other person pursuant to which she was selected as a director, and there are no transactions related to the Company in which Ms. Das has an interest requiring disclosure under Item 404(a) of Regulation S-K. Additionally, in connection with her appointment, Ms. Das will enter into a standard indemnification agreement with the Company in the form previously approved by the Board, which is filed as Exhibit 10.1 to the Company’s Form S-1, as amended, filed with the SEC on June 29, 2021 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated February 28, 2023

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

OUTBRAIN INC.

Date: February 28, 2023

By: /s/ David Kostman

Name: David Kostman

Title: Co-Chief Executive Officer

Outbrain Adds Technology Executive Nithya B. Das to Board of Directors
Brings strong experience across ad tech, software and operations

New York – February 28, 2023 — Outbrain Inc. (NASDAQ: OB), a leading recommendation platform for the open web, today announced the addition of Nithya B. Das to its Board of Directors.

Over the last three years, Das has served as Chief Operating Officer and Chief Legal Officer at Olo (NYSE: OLO), a leading open SaaS platform for restaurants. Das joined Olo in 2019 as General Counsel, became Chief Legal Officer in November 2020, and moved into the Chief Operating Officer role in January 2022 to oversee the company's primary corporate operations including legal, people and culture, strategy and operations, corporate development, and partner ecosystem teams. Das will be stepping down from her position at Olo effective March 31, 2023. Prior to her role at Olo, Das held the position of Chief Legal and People Officer at AppNexus where she led the company's acquisition by AT&T for approximately \$2 billion as well as the integration. Earlier in her career, Das served as an attorney in the New York office of Goodwin Procter LLP where she represented public and private growth technology companies.

"Outbrain's history matched with the team's passion for continuing to evolve alongside the digital advertising ecosystem is an exciting proposition," said Das. "I'm excited to bring my experience to the table to help Outbrain continue to innovate for publishers and advertisers with a greater focus on operational discipline as a public company."

"As we continue to build upon our technology to drive greater value for publishers and advertisers, we're looking forward to leveraging Nithya's industry expertise after years at AppNexus and operational experience in a public company environment," said Yaron Galai, Co-Founder, Co-CEO & Chairman.

"Nithya's breadth of experience in implementing best practices across a range of departments matched with her unique approach to talent management and deep governance background makes her a valuable addition to our board as we continue to focus on operational excellence across our global organization," said David Kostman, Co-CEO, Outbrain.

Cautionary Statement on Forward Looking Language

This press release contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. You can generally identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "guidance," "outlook," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions that concern our expectations, strategy, plans or intentions. We have based these forward-looking statements largely on our current expectations and projections regarding future events and trends that we believe may affect our business, financial condition and results of operations. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors, including but not limited to: the risks described in the section entitled "Risk Factors" and elsewhere in the Annual Report on Form 10-K filed for the year ended December 31, 2021 and in subsequent reports filed with the SEC. Accordingly, you should not rely upon forward-looking statements as predictions of future events. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those projected in the forward-looking statements. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

About Outbrain

Outbrain (Nasdaq: OB) is a leading recommendation platform for the open web. Our technology enables 10 billion daily recommendations to consumers across more than 7,000 online properties and connects advertisers to these audiences to grow their business. Founded in 2006, Outbrain is headquartered in New York with offices in 17 cities worldwide.

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