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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**ZeroFox Holdings, Inc.**

(Name of Issuer)

**Common stock, \$0.0001 par value per share**

(Title of Class of Securities)

**98955G 103**

(CUSIP Number)

**August 3, 2022**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons	
Lookingglass Cyber Solutions, Inc.	
2. Check the Appropriate Box if a Member of a Group (See Instructions)	
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>
3. SEC Use Only	
4. Citizenship or Place of Organization	
Delaware	
	5. Sole Voting Power
	8,718,522 shares
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power
	0 shares
	7. Sole Dispositive Power
	8,718,522 shares
	8. Shared Dispositive Power
	0 shares
9. Aggregate Amount Beneficially Owned by Each Reporting Person	
8,718,522 shares	
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11. Percent of Class Represented by Amount in Row (9)	
7.4% (1)	
12. Type of Reporting Person (See Instructions)	
CO	

(1) This calculation is based on 117,983,659 shares of Common Stock outstanding as of August 8, 2022, as reported in the Issuer's Current Report on Form 8-K filed on August 9, 2022 with the Securities and Exchange Commission (the "SEC").

**Item 1.**

- (a) Name of Issuer  
ZeroFox Holdings, Inc.
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- (b) Address of Issuer's Principal Executive Offices  
1834 S. Charles St.  
Baltimore, Maryland 21230
- 

**Item 2.**

- (a) Name of Person Filing  
Lookingglass Cyber Solutions, Inc.
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- (b) Address of Principal Business Office or, if none, Residence  
10740 Parkridge Boulevard, Suite 200  
Reston, VA 20191
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- (c) Citizenship  
Delaware
- 
- (d) Title of Class of Securities  
Common stock, \$0.0001 par value ("Common Stock")
- 
- (e) CUSIP Number  
98955G 103
- 

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

The following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 is provided as of August 15, 2022:

- (a) Amount beneficially owned:  
See Row 9 of cover page for Reporting Person
- 
- (b) Percent of class:  
See Row 11 of cover page for Reporting Person
- 
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for Reporting Person.
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- (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for Reporting Person.
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- (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for Reporting Person.
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- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for Reporting Person.
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**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 15, 2022

**Lookingglass Cyber Solutions, Inc.**

By: /s/ Dana Mariano

Name: Dana Mariano

Title: Chief Financial Officer / Secretary

**ATTENTION**

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**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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