SEC Form 4

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FORM 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Corbin Capital Partners, L.P. (Last) (First) (Middle) 590 MADISON AVENUE, 31ST FLOOR (Street) NEW YORK NY 10022			2. Issuer Name and Ticker or Trading Symbol ZeroFox Holdings, Inc. [LNFA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title _X Other (specify							
			3. Date of Earliest Transaction (Month/Day/Year) 08/02/2022									Officer (give title X Other (specify below) Former 10% Owner							
			4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person								
(City)	(St	ate) (2	Zip)										1 6130	511					
		Table	I - Non-Deriva	ative Secu	uritie		luire	d, Dis	spose	ed of,	or B	Benefici	ially Own	ed	1			,	
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)							and 5)	5) 5. Amount Securities Beneficially Owned Following Reported Transaction		y (D) or Indirect (I (Instr. 4)		ect Indirect Beneficial				
Class A Ordinary Shares, par value \$0.0001 per share		08/02/2022	<u> </u>		Code S		Amount (A) 0 (D) 6,427 D		(D)	Price \$14.4037 ⁽⁴⁾		(Instr. 3 and 4)		I		See Footnotes ⁽¹⁾⁽³⁾			
Class A Ordinary Shares par value		08/02/2022			s		12,855 D		D	\$14	.4037 ⁽⁴⁾ 923,8		12 I		See Footnotes ⁽²⁾⁽³⁾				
		Tal	ble II - Derivat (e.g., pi	ive Secur uts, calls,										d					
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. N of Deri Sec Acq (A) c Disp of (I	umber vative urities uired or oosed 0) tr. 3, 4	6. Dat Expir	6. Date Exercisable and 7. Title Expiration Date Amour (Month/Day/Year) Securi Underi Deriva			e and int of ities rlying ative ity (Instr.	8. Price of 9 Derivative 0 Security (Instr. 5)		Securities F Beneficially D Owned o		rship t (D) lirect str. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	(A)	(D)	Date	cisable	Expi	ration	Title	Amount or Number of Shares							
		f Reporting Person* Partners, L.P.												1					
(Last) 590 MA		(First) ENUE, 31ST FI	(Middle)																
(Street) NEW YO	ORK	NY	10022																
(City)		(State)	(Zip)																
		f Reporting Person [*] nity Fund, L.I																	
(Last) 590 MA		(First) ENUE, 31ST FL	(Middle) LOOR																
(Street) NEW Y	ORK	NY	10022																
(City)		(State)	(Zip)																
		f Reporting Person [*] Opportunity F	und, Ltd.																
(Last) 590 MA	DISON AV	(First) ENUE	(Middle)																

31ST FLOOR							
(Street) NEW YORK	NY	10022					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Corbin Capital Partners GP, LLC							
(Last) (First) (Middle) 590 MADISON AVENUE 31ST FLOOR							
(Street) NEW YORK	NY	10022					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Held directly by Corbin Opportunity Fund, L.P., a Delaware limited partnership ("COF"). Corbin Capital Partners, L.P., a Delaware limited partnership ("CCP") is the investment advisor to COF and may be deemed to have beneficial ownership over the Class A Ordinary Shares held by COF. Corbin Capital Partners GP, LLC, a Delaware limited liability company ("Corbin GP") is the general partner of CCP and may be deemed to share beneficial ownership over the Class A Ordinary Shares held by COF over which CCP shares beneficial ownership.

2. Held directly by Corbin ERISA Opportunity Fund, Ltd., a Cayman Islands exempted company ("CEOF"). CCP is the investment advisor to CEOF and may be deemed to have beneficial ownership over the Class A Ordinary Shares held by CEOF. Corbin GP is the general partner of CCP and may be deemed to share beneficial ownership over the Class A Ordinary Shares held by CEOF over which CCP shares beneficial ownership.

3. Each of COF, CEOF, CCP and Corbin GP (the "Reporting Persons") disclaims beneficial ownership of all reported shares except to the extent of their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

4. The price reported in Column 4 is a weighted average price. These Class A ordinary shares, par value \$0.0001 per share (the "Class A Ordinary Shares") of L&F Acquisition Corp. (the "Issuer") were sold in multiple transactions at prices ranging from \$14.40 to \$14.425, inclusive. The Reporting Persons undertake to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Class A Ordinary Shares sold at each separate price within the ranges set forth in the footnotes of this Form 4.

Remarks:

On August 3, 2022, the Issuer's Business Combination, as defined and described in the Issuer's proxy statement/prospectus included in its Registration Statement on Form S-4, as amended, was consummated. As a result of the issuance of additional shares in the Business Combination, the Reporting Persons no longer beneficially own more than 10% of the Issuer's securities, which now trade under the name ZeroFox Holdings, Inc.

Corbin Opportunity Fund, L.P., By: Corbin Capital Partners, L.P., its investment 08/04/2022 advisor, By: /s/ Daniel Friedman, as General Counsel Corbin ERISA Opportunity Fund, Ltd., By: Corbin Capital Partners, L.P., its investment 08/04/2022 advisor, By: /s/ Daniel Friedman, as General Counsel Corbin Capital Partners, L.P., By: /s/ Daniel Friedman, as 08/04/2022 **General Counsel** Corbin Capital Partners GP, LLC, By: /s/ Daniel Friedman, 08/04/2022 as Authorized Signatory

** 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.