

OMB APPROVAL	
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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>Price Michael Morgan</u>			2. Issuer Name and Ticker or Trading Symbol <u>ZeroFox Holdings, Inc. [ ZFOX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O ZEROFOX HOLDINGS, INC. 1834 CHARLES STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BALTIMORE MD 21230</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. 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			

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
Employee Stock Option (right to buy)	\$0.35	08/03/2022		A <sup>(1)(2)</sup>		61,549		(3)	02/13/2025	Common Stock	61,549	(1)(2)	61,549	D	
Employee Stock Option (right to buy)	\$0.6	08/03/2022		A <sup>(1)(2)</sup>		329,218		(4)	01/27/2026	Common Stock	329,218	(1)(2)	329,218	D	
Employee Stock Option (right to buy)	\$0.98	08/03/2022		A <sup>(1)(2)</sup>		71,569		(5)	08/29/2028	Common Stock	71,569	(1)(2)	71,569	D	
Employee Stock Option (right to buy)	\$0.98	08/03/2022		A <sup>(1)(2)</sup>		192,645		(6)	03/05/2029	Common Stock	192,645	(1)(2)	192,645	D	
Employee Stock Option (right to buy)	\$1.23	08/03/2022		A <sup>(1)(2)</sup>		85,883		(7)	03/24/2030	Common Stock	85,883	(1)(2)	85,883	D	
Employee Stock Option (right to buy)	\$2.24	08/03/2022		A <sup>(1)(2)</sup>		71,569		(8)	03/01/2031	Common Stock	71,569	(1)(2)	71,569	D	
Employee Stock Option (right to buy)	\$8.25	08/03/2022		A <sup>(1)(2)</sup>		71,569		(9)	02/01/2032	Common Stock	71,569	(1)(2)	71,569	D	

Explanation of Responses:

- Received in connection with the closing on August 3, 2022 of the transactions contemplated by the Business Combination Agreement, dated as of December 17, 2021, by and among L&F Acquisition Corp., a Cayman Islands exempted company, which domesticated as a Delaware corporation with the name ZeroFox Holdings, Inc. (the "Company"), L&F Acquisition Holdings, LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of the Company ("L&F Holdings"), ZF Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of L&F Holdings ("ZF Merger Sub"), IDX Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of L&F Holdings ("IDX Merger Sub"), IDX Forward Merger Sub, LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of L&F Holdings ("IDX Forward Merger Sub"), ZeroFox, Inc.,
- (Continued from Footnote 1) a Delaware corporation ("ZeroFox"), and ID Experts Holdings, Inc., a Delaware corporation ("IDX"), pursuant to which (i) ZF Merger Sub merged with and into ZeroFox (the "ZF Merger"), with ZeroFox being the surviving company in the ZF Merger and continuing as a direct, wholly-owned subsidiary of L&F Holdings, (ii) immediately following the ZF Merger, IDX Merger Sub merged with and into IDX (the "IDX Merger"), with IDX being the surviving company in the IDX Merger ("Transitional IDX Entity") and continuing as a direct, wholly-owned subsidiary of L&F Holdings, and (iii) immediately following the IDX Merger, Transitional IDX Entity merged with and into IDX Forward Merger Sub (the "IDX Forward Merger"), with IDX Forward Merger Sub being the surviving company in the IDX Forward Merger and continuing as a direct, wholly-owned subsidiary of L&F Holdings.
- 61,549 options have vested as of August 3, 2022.
- 329,218 options have vested as of August 3, 2022.
- 71,569 options have vested as of August 3, 2022.
- 156,524 options have vested as of August 3, 2022 and the remaining will vest as follows: (i) 12,040 options will vest on September 1, 2022; (ii) 12,040 options will vest on December 1, 2022; and (iii) 12,041 options will vest on March 1, 2023.
- 48,309 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 5,367 options will vest on August 24, 2022; (ii) 5,368 options will vest on November 24, 2022; (iii) 5,367

options will vest on February 24, 2023; (iv) 5,368 options will vest on May 24, 2023; (v) 5,368 options will vest on August 24, 2023; (vi) 5,368 options will vest on November 24, 2023; and (vii) 5,368 options will vest on February 24, 2024.

8. 22,365 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 4,473 options will vest on September 1, 2022; (ii) 4,473 options will vest on December 1, 2022; (iii) 4,473 options will vest on March 1, 2023; (iv) 4,473 options will vest on June 1, 2023; (v) 4,473 options will vest on September 1, 2023; (vi) 4,473 options will vest on December 1, 2023; (vii) 4,473 options will vest on March 1, 2024; (viii) 4,473 options will vest on June 1, 2024; (ix) 4,473 options will vest on September 1, 2024; (x) 4,473 options will vest on December 1, 2024; and (xi) 4,474 options will vest on March 1, 2025.

9. Options will vest as follows: (i) 17,891 options will vest on February 1, 2023; (ii) 4,473 options will vest on May 1, 2023; (iii) 4,473 options will vest on August 1, 2023; (iv) 4,473 options will vest on November 1, 2023; (v) 4,473 options will vest on February 1, 2024; (vi) 4,473 options will vest on May 1, 2024; (vii) 4,473 options will vest on August 1, 2024; (viii) 4,473 options will vest on November 1, 2024; (ix) 4,474 options will vest on February 1, 2025; (x) 4,473 options will vest on May 1, 2025; (xi) 4,474 options will vest on August 1, 2025; (xii) 4,473 options will vest on November 1, 2025; and (xiii) 4,473 options will vest on February 1, 2026.

**Remarks:**

/s/ Thomas P. FitzGerald as  
Attorney-in-Fact

08/05/2022

\*\* 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.

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