SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
The publication ro(a) of the occurrics Exchange for or roo-
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*       2. Date of Event         New Enterprise Associates 14,       2. Date of Event         L.P.       08/03/2022		3. Issuer Name and Ticker or Trading Symbol ZeroFox Holdings, Inc. [ZFOX]						
(Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093			4. Relationship of Reporting Issuer (Check all applicable) Director Officer (give title below)	✓ 10% C	)wner (specify	File 6. li	d (Month/Day/ ndividual or Jo neck Applicable Form filed Person	int/Group Filing Line) by One Reporting by More than One
(City) (State) (Zip)								
	Table I - Noi	n-Derivat	ive Securities Benefic	cially O	wned			
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Own Form: I (D) or II (I) (Inst	Direct ndirect		ture of Indire ership (Instr.	
Common Stock			18,068,513	D	(1)			
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/	ate	<ul> <li>3. Title and Amount of Se Underlying Derivative Se (Instr. 4)</li> </ul>	curity Conver or Exer		cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Direct (D) 5) Derivative or Indirect Security (I) (Instr. 5)		5)	
1. Name and Address of Reporting Pers New Enterprise Associates								
(Last) (First) 1954 GREENSPRING DRIVE SUITE 600	(Middle)							
(Street) TIMONIUM MD	21093	_						
(City) (State)	(Zip)							
1. Name and Address of Reporting Pers BASKETT FOREST	on <sup>*</sup>	_						
(Last) (First) 1954 GREENSPRING DRIVE SUITE 600	(Middle)							
(Street) TIMONIUM MD	21093							
(City) (State)	(Zip)							

1. Name and Address of Reporting Person <sup>*</sup> Florence Anthony A. Jr.								
(Last) 5425 WISCON	(First) SIN AVENUE, SI	(Middle) SUITE 800						
(Street) CHEVY CHASE	MD	20815						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person <sup>*</sup> KERINS PATRICK J								
(Last) 1954 GREENS SUITE 600	(First) PRING DRIVE	(Middle)						
(Street) TIMONIUM	MD	21093						
(City)	(State)	(Zip)						
1. Name and Addre	ess of Reporting Pers	on*						
(Last) 1954 GREENS SUITE 600	(First) PRING DRIVE	(Middle)						
(Street) TIMONIUM	MD	21093						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person <sup>*</sup> NEA Partners 14, L.P.								
(Last) 1954 GREENS SUITE 600	(First) PRING DRIVE	(Middle)						
(Street) TIMONIUM	MD	21093						
(City)	(State)	(Zip)						
1. Name and Addre	ess of Reporting Pers	on*						
(Last) 1954 GREENS SUITE 600	(First) PRING DRIVE	(Middle)						
(Street) TIMONIUM	MD	21093						
(City)	(State)	(Zip)						
1. Name and Addre Sonsini Peter	ess of Reporting Pers <u>r W.</u>	on*						

(Last)	(First)	(Middle)				
2855 SAND HILL ROAD						
,						
(Street) MENLO PARK	CA	94025				
		94023				
(City)	(State)	(Zip)				

## **Explanation of Responses:**

1. The securities are directly held by New Enterprise Associates 14, L.P. ("NEA 14") and are indirectly held by NEA Partners 14, L.P. ("NEA Partners 14"), the sole general partner of NEA 14, NEA 14 GP, LTD ("NEA 14 LTD"), the sole general partner of NEA Partners 14 and each of the individual directors of NEA 14 LTD (NEA Partners 14, NEA 14 LTD). and the individual directors of NEA 14 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors are Forest Baskett, Anthony A. Florence, Jr., Patrick J. Kerins, Scott D. Sandell and Peter Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 14 securities in which the Indirect Reporting Persons have no pecuniary interest.

## **Remarks:**

/s/ Louis Citron, attorney-08/05/2022 in-fact \*\* Signature of Reporting Date Person

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 5 (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.