

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): September 30, 2022

ZEROFOX HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39722
(Commission
File Number)

98-1557361
(IRS Employer
Identification No.)

**1834 S. Charles Street
Baltimore, Maryland**
(Address of principal executive offices)

21230
(Zip Code)

Registrant's telephone number, including area code: (855) 936-9369

Not Applicable

(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:

- ☐ 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	ZFOX	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	ZFOXW	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 2.02 Results of Operations and Financial Condition.

On September 30, 2022, ZeroFox Holdings, Inc. (the “Company”) will post on the investor relations section of its website supplemental historical quarterly financial information for its constituent companies, ZeroFox, Inc. and ID Experts Holdings, Inc. The supplemental financial information is included in an Investor Presentation (the “Investor Presentation”), a copy of which is furnished with this report as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On September 30, 2022, the Company announced financial guidance for the second half of fiscal year 2023. For the second half of fiscal year 2023, the Company expects revenue to be in the range of \$82 million to \$86 million. The Company’s revised financial outlook reflects the timing of investments in growth resulting from the delay in completing its business combination and a more uncertain macro environment. The Company’s guidance for the second half of fiscal year 2023 reflects the results of operations from the closing date of the business combination on August 3, 2022.

On September 30, 2022, the Company made available the Investor Presentation, which the Company will use at various conferences and meetings with investors, analysts and others.

Forward-Looking Statements

Statements in this report may constitute “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, including statements about expected revenue, are forward-looking statements. The words “will,” “may,” “believes,” “anticipates,” “thinks,” “expects,” “estimates,” “plans,” “intends,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. The inclusion of any statement in this report does not constitute an admission by ZeroFox or any other person that the events or circumstances described in such statement are material. In addition, new risks may emerge from time to time and it is not possible for management to predict such risks or to assess the impact of such risks on our business or financial results. Accordingly, future results may differ materially from historical results or from those discussed or implied by these forward-looking statements. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. These risks and uncertainties include, but are not limited to, the following: our ability to recognize the anticipated benefits of the business combination; defects, errors, or vulnerabilities in ZeroFox’s platform, the failure of ZeroFox’s platform to help customers minimize cyber attacks on their assets, misuse of ZeroFox’s platform, or risks of product liability claims would harm ZeroFox’s reputation and adversely impact our business, operating results, and financial condition; if ZeroFox’s platform offerings do not interoperate with our customers’ network and security infrastructure, or with third-party products, websites or services, our results of operations may be harmed; we may not timely and cost-effectively scale and adapt our existing technology to meet our customers’ performance and other requirements; our ability to introduce new products and solutions and features is dependent on adequate research and development resources and our ability to successfully complete acquisitions; our success depends, in part, on the integrity and scalability of our systems and infrastructure; we rely on third-party cloud providers, such as Microsoft Azure, Amazon Web Services, and Cloudflare, to host and operate our platform, and any disruption of or interference with our use of these offerings may negatively affect our ability to maintain the performance and reliability of our platform which could cause our business to suffer; we rely on software and services from other parties; ZeroFox has a history of losses, and we may not be able to achieve or sustain profitability in the future; if organizations do not adopt

cloud, and/or SaaS-delivered external cybersecurity solutions that may be based on new and untested security concepts, our ability to grow our business and our results of operations may be adversely affected; we have experienced rapid growth in recent periods, and if we do not manage our future growth, our business and results of operations will be adversely affected; we face intense competition and could lose market share to our competitors, which could adversely affect our business, financial condition, and results of operations; competitive pricing pressure may reduce revenue, gross profits, and adversely affect our financial results; adverse general and industry-specific economic and market conditions and reductions in customer spending, in either the private or public sector, including as a result of geopolitical uncertainty such as the ongoing conflict between Russia and Ukraine, may reduce demand for our platform or products and solutions, which could harm our business, financial condition and results of operations; the COVID-19 pandemic could adversely affect our business, operating results, and financial condition; if we fail to adapt to rapid technological change, evolving industry standards and changing customer needs, requirements or preferences, our ability to remain competitive could be impaired; if we are unable to maintain successful relationships with our channel partners, or if our channel partners fail to perform, our ability to market, sell and distribute our platform will be limited, and our business, financial position and results of operations will be harmed; we target enterprise customers and government organizations, and sales to these customers involve risks that may not be present or that are present to a lesser extent with sales to smaller entities; historically, one U.S. government customer has accounted for a substantial portion of IDX's revenues and is expected to account for a substantial portion of our revenues; we may need to raise additional capital to maintain and expand our operations and invest in new solutions, which capital may not be available on terms acceptable to us, or at all, and which could reduce our ability to compete and could harm our business; we will incur significant increased expenses and administrative burdens as a public company, which could negatively impact our business, financial condition and results of operations; there may not be an active trading market for our common stock, which may make it difficult to sell shares of our common stock; our common stock price may be volatile due to factors outside of our control; the convertible notes issued in connection with the business combination may impact our financial results, result in the dilution of our stockholders, create downward pressure on the price of our common stock, and restrict our ability to raise additional capital or take advantage of future opportunities; we rely heavily on the services of our senior management team, and if we are not successful in attracting or retaining senior management personnel, we may not be able to successfully implement our business strategy; and our management has limited experience in operating a public company.

Additional information concerning these, and other risks, is described under "Risk Factors" in the Amendment No. 1 to registration statement on Form S-1 filed on September 27, 2022. We expressly disclaim any obligation to update any of these forward-looking statements, except to the extent required by applicable law.

The information in Items 2.02 and 7.01 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that Section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

- 99.1 [Investor Presentation of ZeroFox Holdings, Inc. dated September 2022.](#)
- 104 Cover Page Interactive Data File (formatted in Inline XBRL)

SIGNATURES

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

ZEROFOX HOLDINGS, INC.

Date: September 30, 2022

By: /s/ Timothy S. Bender

Name: Timothy S. Bender

Title: Chief Financial Officer



Investor Presentation

September 2022

EXTERNAL CYBERSECURITY

Safe Harbor

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Safe Harbor

Disclaimer and Forward Looking Statements

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This presentation references non-GAAP financial measures, including non-GAAP gross profit, non-GAAP gross margin, non-GAAP subscription gross profit and non-GAAP subscription gross margin. Non-GAAP financial measures should be considered in addition to, and not as a substitute for, measures of financial performance prepared in accordance with GAAP. The use of these non-GAAP measures is limited as they include and/or do not include certain items not included and/or included in the most directly comparable GAAP measure. You should be aware that the Company's presentation of these measures may not be comparable to similarly-titled measures used by other companies. Please refer to the Supplemental Financial Information section of this presentation for a reconciliation of the Non-GAAP financial measures included in this presentation to the most directly comparable GAAP measures.

Market and Industry Data

Information contained in this presentation concerning the market and the industry in which we compete, including general expectations of market opportunities and market sizes, are based on information from various third-party sources, publicly available information, various industry publications, internal data and estimates, and assumptions made by us based on such sources and our knowledge of the external cybersecurity market and data breach response market. Internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our management's understanding of industry conditions. This information and any estimates provided herein involve numerous assumptions and limitations, and you are cautioned not to give undue weight to such information. Third-party sources generally state that the information contained in such sources have been obtained from sources believed to be reliable. Although we believe that such information is reliable, there can be no assurance as to the accuracy or completeness of such information. Industry and market data could be wrong because of the method by which sources obtained their data and because information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. We have not independently verified any third-party information and each publication speaks as of its original publication date (and not as of the date of this presentation). In addition, we do not know all of the assumptions regarding general economic conditions or growth that were used in preparing the forecasts from the sources relied upon or cited herein. The industry in which we operate is subject to a high degree of uncertainty and risk. As a result, the estimates and market and industry information provided in this presentation are subject to change.





| **Strategy, Vision & Opportunity**



ZeroFox Exposes, Disrupts & Responds to Threats Outside the Perimeter



ZeroFox At a Glance



Category leader in External Cybersecurity



Protect enterprises from threats outside the perimeter



Cloud-native SaaS platform combining advanced analytics, threat intelligence, adversary disruption and response



Large and growing enterprise customer base across all major verticals

Key Metrics

\$85M

1H FY23
Revenue*

\$61M

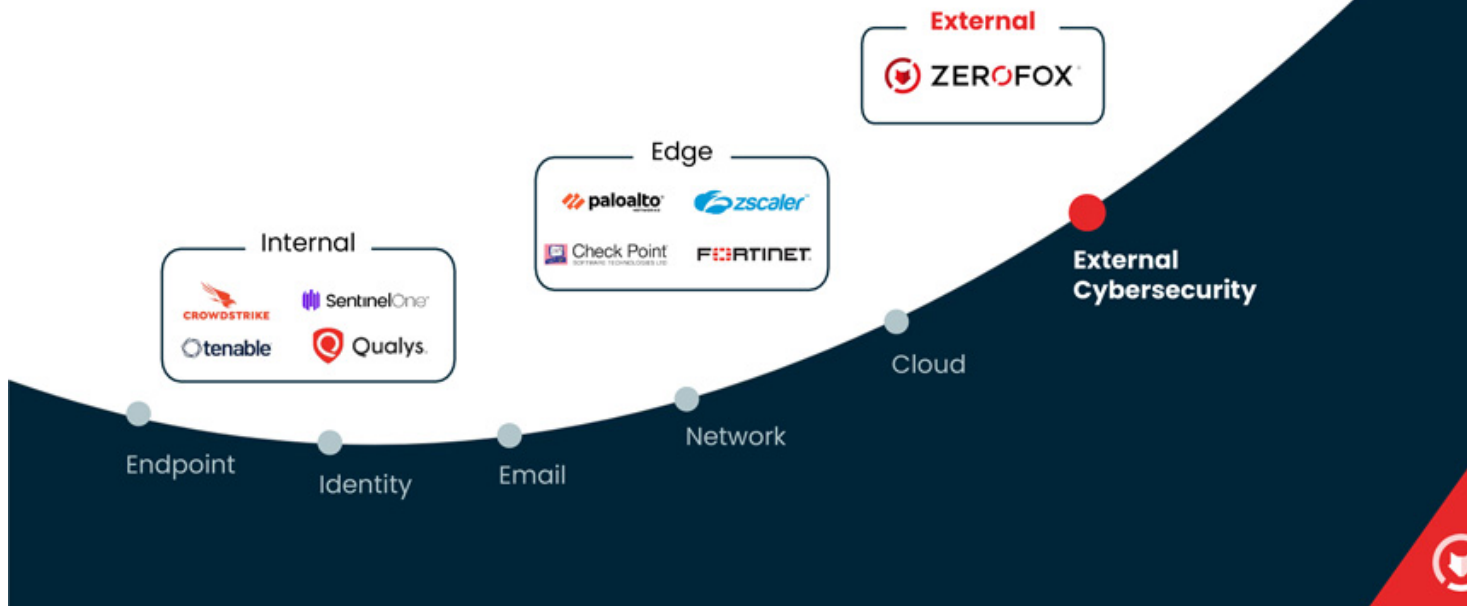
2Q23
ARR**

2,100

Total Customers

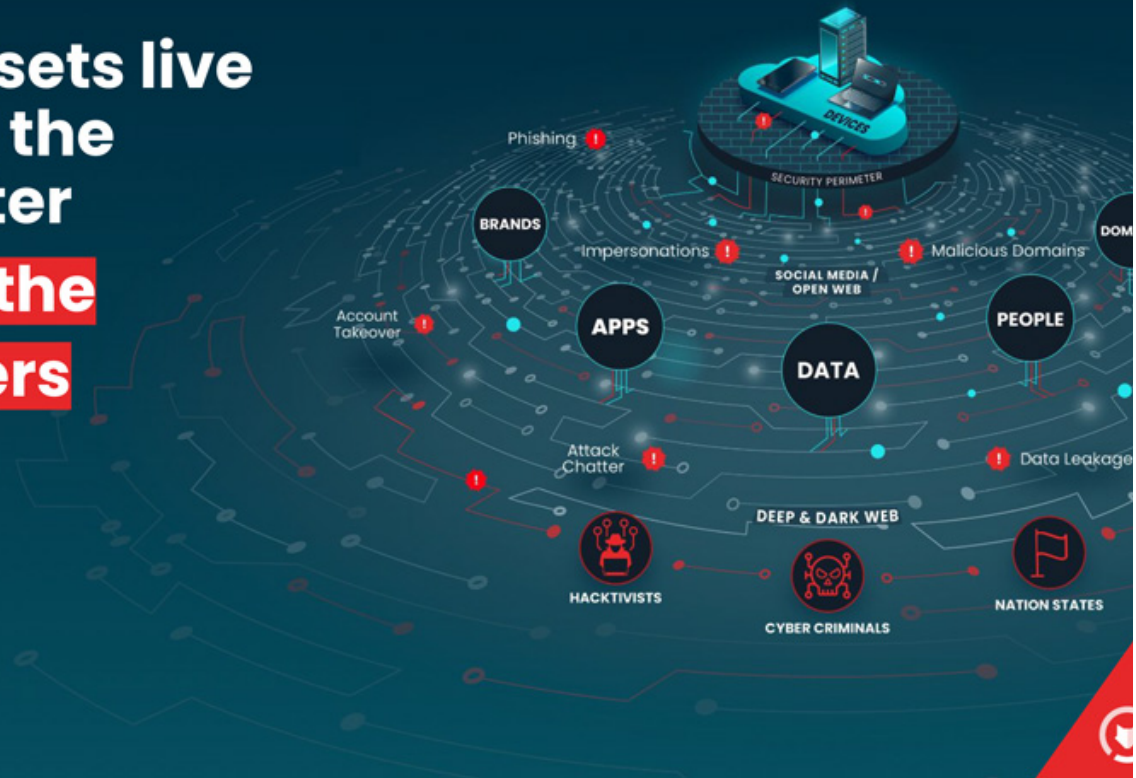
*Pro forma combined basis **ZeroFox stand-alone

The Next Significant Cybersecurity Category



**Your assets live
beyond the
perimeter**

**...so do the
attackers**



External Cyber Attacks Are Increasing

307%

Increase in account takeover attacks over the last 2 years

600%


Increase in domain security alerts year over year

88%

CISOs reported an increase in external attacks to their org

Source: ZeroFox Intelligence





Solving the External Cybersecurity Problem Requires a Platform-Based Approach



The ZeroFox External Cybersecurity Platform

ZeroFox Protection

- › Brands
- › Executives
- › Individuals
- › Domains
- › Social Media
- › Mobile Apps
- › Credit Cards
- › Impersonation Detection
- › Anti-Phishing Protection
- › Fraud Detection
- › Dark Web Monitoring
- › Data Leakage Detection
- › 3rd Party Risk
- › Internet Infrastructure

ZeroFox Intelligence

- › Cyber Threat Intelligence
- › Physical Security Intelligence
- › On Demand Investigations
- › Dedicated Analysts
- › Dark Web Operatives
- › Intelligence Search & Feeds
- › Breach Intelligence

ZeroFox Disruption

- › Domain Takedowns
- › Social Inline Remediation & Takedowns
- › PII Takedowns
- › Automated Blocking Actions
- › Global Disruption Network

ZeroFox Response

- › Incident Response
- › Breach Notifications & Call Center Services
- › Identity Protection & Restoration
- › Cyber Law & Insurance Collaboration

AI + HUMINT

OnWatch™

Managed Intelligence Service | Multiple Global 24 x 7 SOC's | Intelligence Experts | Alert Validation | Escalations | Support

Global Intelligence
from Internet

ZeroFox Artificial Intelligence

Collect

Process

Analyze

Alert

Disrupt

INTEGRATIONS

App Library (700+)

Intelligence Analytics SIEM & SOAR ITSM Investigation Vulnerability & Risk Endpoint & Network
       

CTI Telemetry



Data Services

- › Raw Threat Data
- › Enriched Threat Data

Global Disruption

- › IOA/IOC Data Feeds
- › Black List Integrations

ZeroFox+IDX = Unified External Cybersecurity

ZeroFox

- › Digital Risk Protection
- › Cyber Threat Intelligence
- › Adversary Disruption
- › Incident Response



IDX

- › Breach Notification & Response
- › Identity & Privacy Protection



The ZeroFox External Cybersecurity Platform

ZeroFox Protection

- › Brands
- › Executives
- › **Individuals**
- › Domains
- › Social Media
- › Mobile Apps
- › Credit Cards
- › Impersonation Detection
- › Anti-Phishing Protection
- › Fraud Detection
- › Dark Web Monitoring
- › Data Leakage Detection
- › 3rd Party Risk
- › Internet Infrastructure

ZeroFox Intelligence

- › Cyber Threat Intelligence
- › Physical Security Intelligence
- › On Demand Investigations
- › Dedicated Analysts
- › Dark Web Operatives
- › Intelligence Search & Feeds
- › **Breach Intelligence**

ZeroFox Disruption

- › Domain Takedowns
- › Social Inline Remediation & Takedowns
- › **PII Takedowns**
- › Automated Blocking Actions
- › Global Disruption Network

ZeroFox Response

- › Incident Response
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Tor **elastic** **splunk>** **servicenow** **MALTEGO** **tenable** **paloalto** **cisco**

CTI Telemetry



Data Services

- › Raw Threat Data
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Global Disruption

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ZeroFox + IDX Synergies

➤ **Accelerate Platform Roadmap**

- Accelerate multi-pillar external cybersecurity strategy
- Leverage IDX large customer base and intelligence capabilities

➤ **Accelerate Globalization**

- 100% of IDX business is U.S.-based
- Leverage ZeroFox's international go-to-market capability

➤ **Accelerate Revenue**

- Current ZeroFox customers have new best-of-breed capabilities and products
- IDX customers require new protection capabilities



Multiple Growth Drivers



Land New Customers



Expand Existing Customers



International Expansion



Rapid Innovation



The ZeroFox Competitive Advantage



Unified External Cybersecurity

Protection

proofpoint.

RAPID7

FORTINET

Intelligence

CROWDSTRIKE

Recorded
Future

MANDIANT

Disruption

CSC

MANDIANT

Response

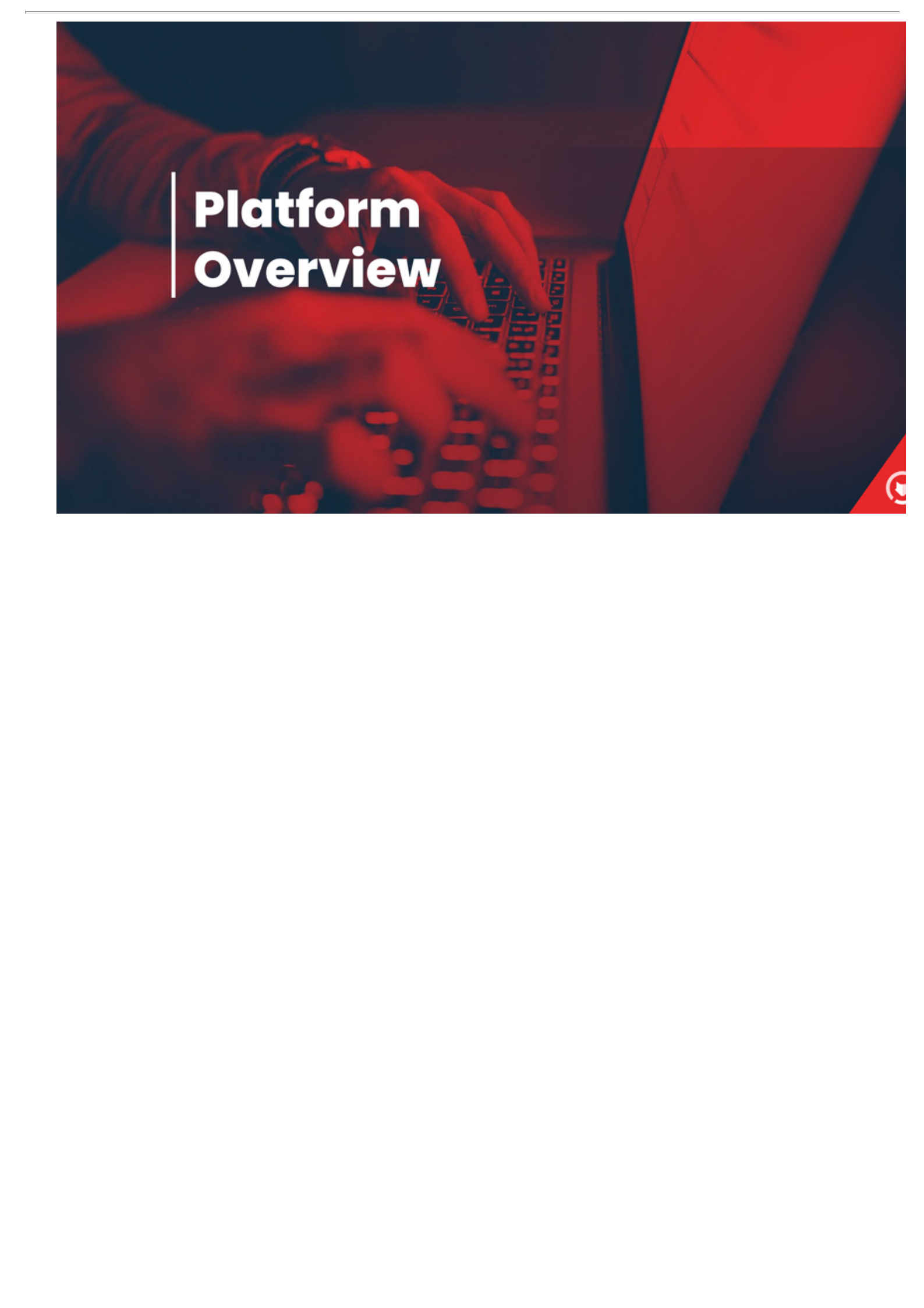
KROLL

experian.

TransUnion

Why We Win

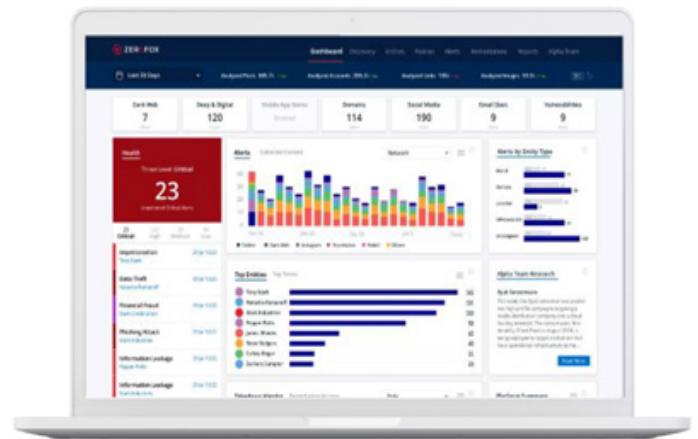




Platform Overview

Unified External Cybersecurity Platform

Cloud-native platform that combines advanced analytics, threat intelligence, adversary disruption, and response



The ZeroFox External Cybersecurity Platform

ZeroFox Protection

- › Brands
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ZeroFox Intelligence

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- › Intelligence Search & Feeds
- › Breach Intelligence

ZeroFox Disruption

- › Domain Takedowns
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ZeroFox Response

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App Library (700+)

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Data Services

- › Raw Threat Data
- › Enriched Threat Data

Global Disruption

- › IOA/IOC Data Feeds
- › Black List Integrations

How It Works



Identify Key Assets

- › Brands & Products
- › Domains
- › Executives
- › Locations
- › Social Accounts
- › 3rd Party Risk
- › Internet Infrastructure



Collect Intelligence

- › Surface web
- › Deep and dark web
- › Social media
- › Mobile apps
- › Botnets
- › Domains
- › Marketplaces



Analyze and Alert

- › Machine Learning
- › Image Comparison
- › Sentiment Analysis
- › Deep Fake Analysis
- › Advanced Tradecraft
- › Linguistics
- › Unique Underground Access



Disrupt and Respond

- › Takedowns
- › Adversary Disruption
- › Global Disruption Network
- › Investigation
- › Incident Response
- › Breach Response

Collect

Process

Analyze

Alert

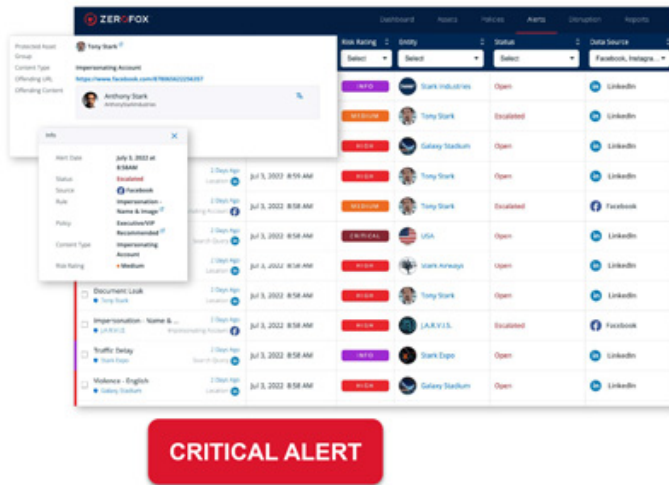
Disrupt

ZeroFox Artificial Intelligence



Digital Risk Protection

Protection Across The Public Attack Surface



Cover Your External Assets

- Protect domains, executives and brands across the surface, deep and dark web

Quickly Detect & Alert to New Threats

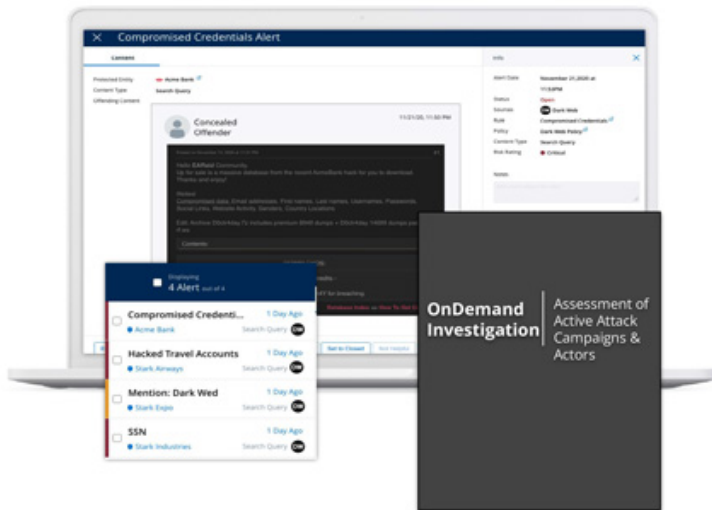
- AI-powered platform to detect hidden threats with 24x7x365 SOC validation and triage

Adversary Disruption & Takedowns

- Leverage a Global Disruption Network to block fraud and dismantle infrastructure

Dark Web Monitoring & Dark Ops

Gain Awareness of Attack Plans & Breaches, Directly Engage the Underground



Monitor the Dark Web Continuously

- AI and human intelligence collection alerts to data leakage, attack chatter and ransomware

Directly Engage the Criminal Underground

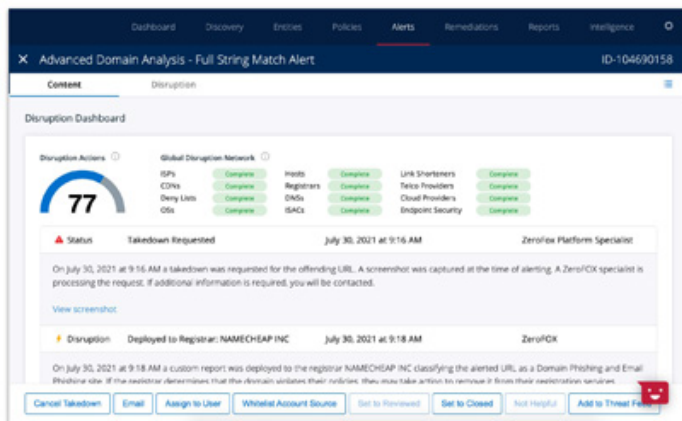
- AI-powered to detect hidden threats with 24x7x365 SOC validation and triage

Conduct In-Depth, Custom Investigations

- Correlate threat data, research campaigns, and investigate actors based on your RFIs

Adversary Disruption

Remove Fraud at Scale & Disrupt Adversary Infrastructure



Take Down Malicious Content

- Quickly remove spoofed domains, impersonations, offending content and more

Speed Time to Disruption

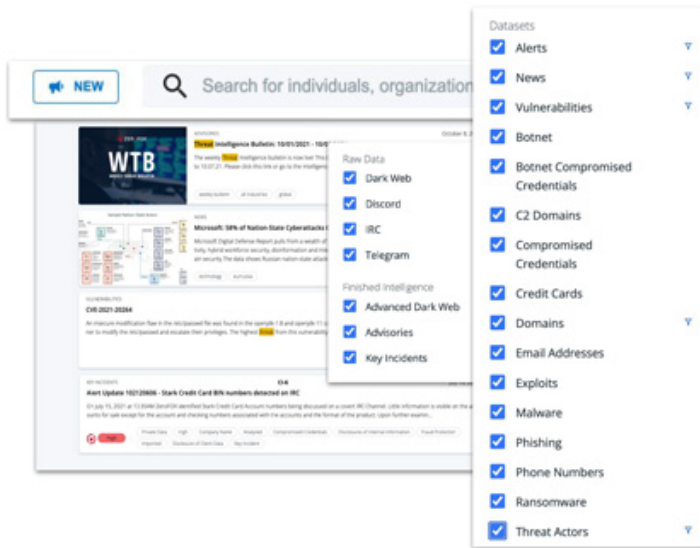
- Proactively disrupt attack infrastructure and block access to offending content to minimize exposure

Streamline Remediation Workflow

- Instantly share indicators with hundreds of provider partners via Global Disruption Network to scale response quickly and easily

Cyber Threat Intelligence

Differentiated Data & Expertise to Reduce Risk



Investigate Petabytes of Threat Data & Finished Intelligence

- AI and human intelligence collection deliver context-rich threat data and actionable intelligence reports

Integrate Unique Intel Into Your Tools

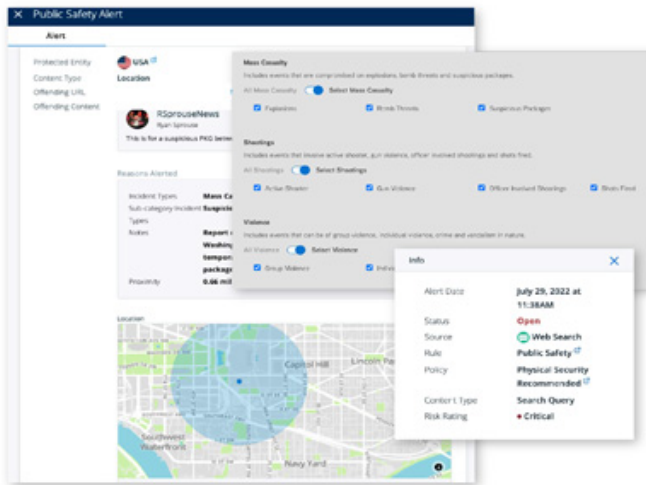
- Power up your security stack with turn-key integrations that bring unique insights to your security teams

On-Demand Intelligence Analysis

- Support better decision-making with cyber, physical, and geopolitical intelligence according to your PIRs

Physical Security Intelligence

Protect Your People & Worksites



Gain Situational Awareness of Critical Public Safety Events

- Alert to violence, physical security incidents and natural disasters affecting locations

Access Timely, Validated Intelligence

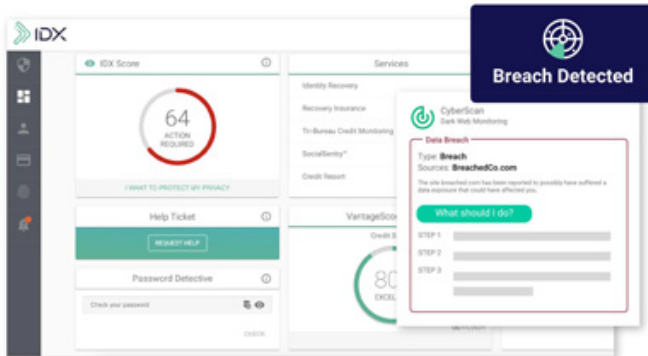
- Analysis, validation and context provided for each alert by a team of expert PSI analysts

Configure to Your Locations of Interest

- Defined location and radius configured for cities, states, countries or street addresses

Breach Response

Rapidly Respond & Protect Impacted Parties



Deliver Timely and Compliant Breach Notifications

- Rapidly notify impacted customers with compliant digital or physical notifications

Provide Comprehensive Support

- Leverage live, US-based call center to help bring breach victims peace of mind

Protect Breach Victims with Identity & Privacy Monitoring

- Easily enroll and protect impacted populations with SaaS-based platform

Platform Demo



Outpacing Competitors with Rapid Innovation

➤ Delivered over 200 new platform features in 1H FY23

- Intelligence Search, Global Intelligence Feeds, Requests for Information automation

➤ Key themes include:

- **Protection** – enhancements to domain, social and impersonation protection
- **Intelligence** – Intelligence Search enhancements and continuing to expand breadth and depth of intelligence data
- **Disruption** – continuous improvements to the speed and effectiveness of adversary disruption capabilities
- **Response** – further integration of ZeroFox & IDX platforms and increased automation





Driving Growth & Go-To-Market



Channel First Go-To-Market



Direct Sales & Account Management segmented by
Named Accounts and Territories



Multiple Growth Drivers



Land New Customers



Expand Existing Customers



International Expansion



Rapid Innovation



Land New Customers



- Expanding sales capacity
- Winning more large enterprise deals
- Increasing contribution from channel partners
- Increasing awareness and marketing



Expand Existing Customers



- Increasing number and types of assets protected and takedown volumes
- Cross-sell additional platform capabilities
- Continue to invest in account management and customer experience



International Expansion



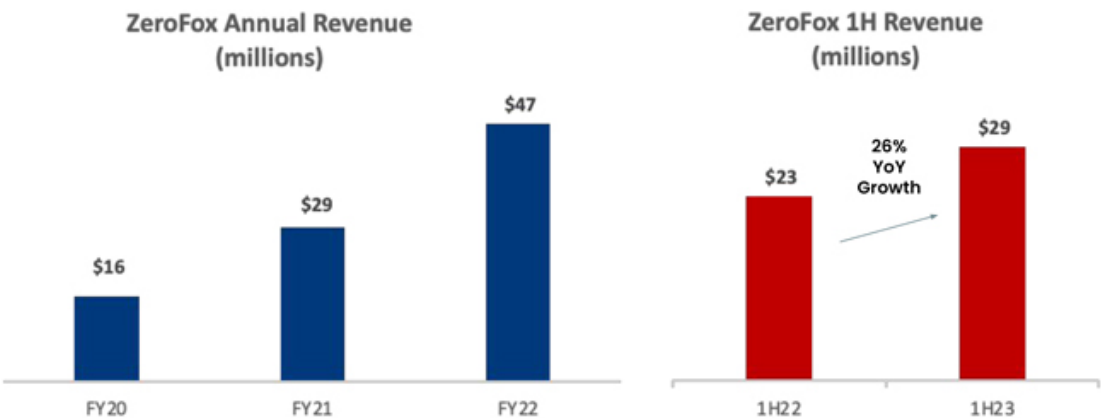
- Expanding international sales capacity
- Investing in channel



The header image features a close-up of hands typing on a laptop keyboard, overlaid with a semi-transparent red and dark blue gradient. The text 'Financial Highlights' is prominently displayed in white, bold, sans-serif font, preceded by a vertical white line.

Financial Highlights

Revenue Growth Driven by Subscription



Case Study: Fortune 500 Bank

Problem

- Initial concerns around executive and brand impersonations
- Significant growth in threats resulted in the need for an increase in takedown volumes
- Bank also interested in adding threat intelligence to detect more cyber threats as well as physical security threats

Use Cases

- Executive Protection
- Brand Protection
- Takedowns
- Threat Intelligence
- Physical Security Intelligence

Why ZeroFox

- Delivered high value with initial use case
- Vision and breadth of platform capabilities

Result

- 143% increase in Annual Contract Value



Case Study: Largest Breach Response Contract in History

- Millions of Federal Employees Protected
- Generates \$83M in Annual Revenue
- Catalyst for Significant New Wins

THE WALL STREET JOURNAL.

U.S. Awards Identity-Protection Contract Following OPM Breach

IDX lands contract to monitor risks for people whose data were stolen



\$133M Initial Contract

2015

\$460M Extension

2018

Next Renewal

2024

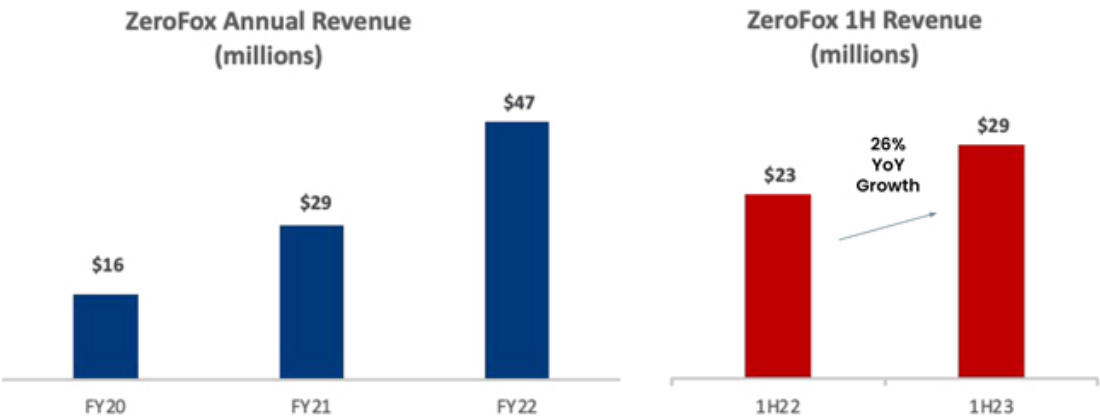
Program Funded Through

2027

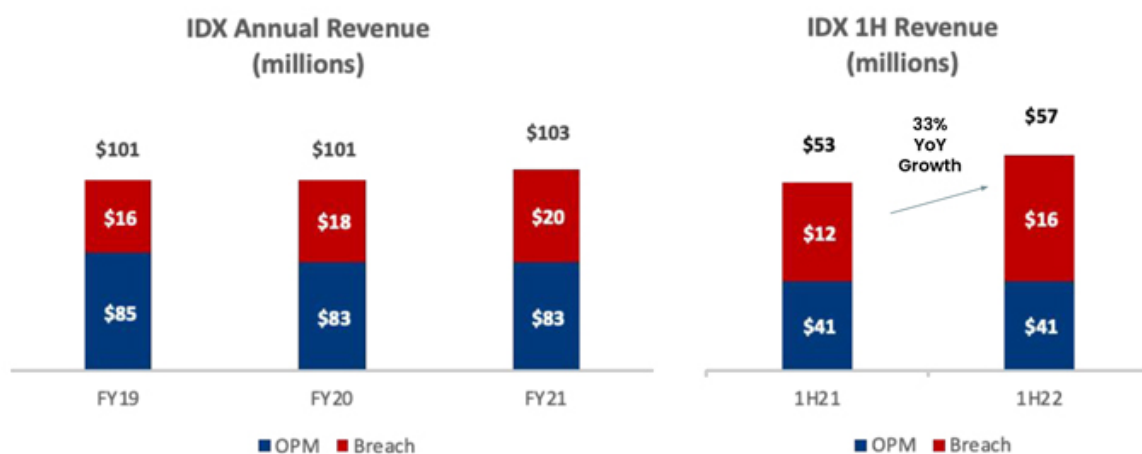
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Financial Highlights

Revenue Growth Driven by Subscription



Growth in Breach Response

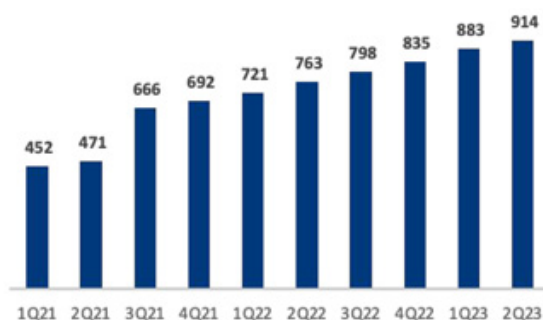


ARR and Customer Growth

ZeroFox Annual Recurring Revenue
(millions)



ZeroFox Customers

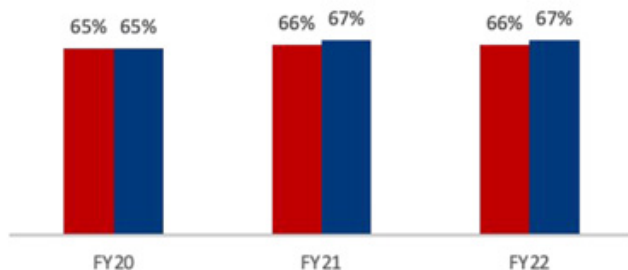


Note: We define Annual Recurring Revenue ("ARR") as the annualized contractual value of all recurring revenue related to contracts in place at the end of the reporting date assuming any contract is renewed on its existing terms. We continue to include ARR from customers whose term has expired within 90 days of the applicable measurement date for which we are actively negotiating renewal. We define a customer as any entity that has entered into a distinct subscription agreement for access to the ZeroFox platform for which the term has not ended or with which we are continuing to provide service and negotiating a renewal contract that expired within 90 days of the applicable measurement date. We do not consider our channel partners as customers, and we treat managed service security providers, who may purchase our products on behalf of multiple companies, as a single customer.

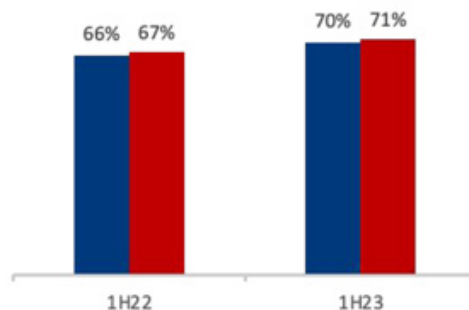


ZeroFox Gross Margin

ZeroFox Annual GAAP & Non-GAAP
Gross Margin



ZeroFox 1H GAAP & Non-GAAP
Gross Margin

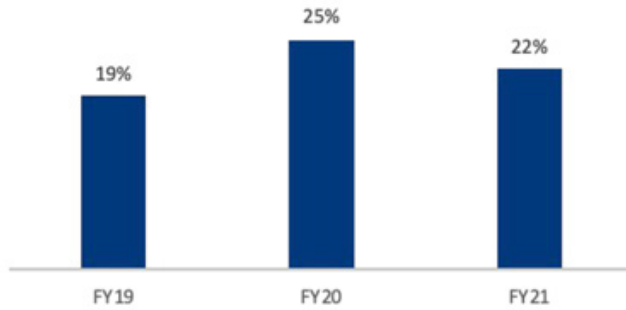


* See Supplemental Financial Information for GAAP to Non-GAAP reconciliation

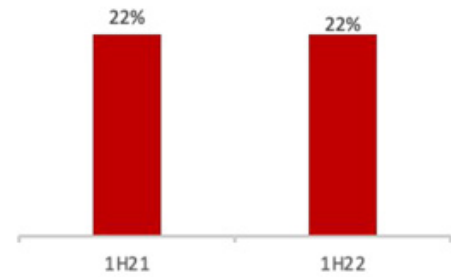


IDX GAAP Gross Margin

IDX Annual Gross Margin

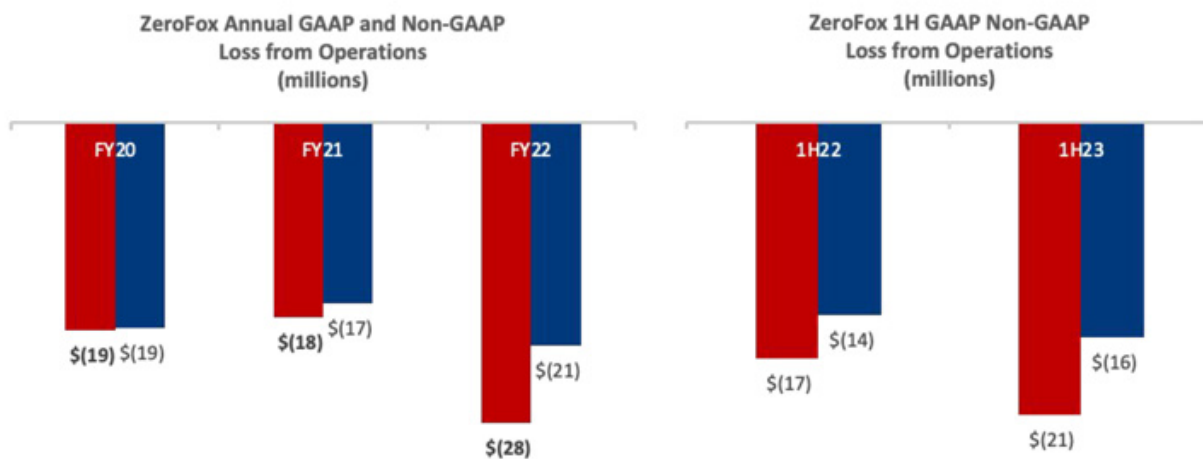


IDX 1H Gross Margin



Investing For Growth

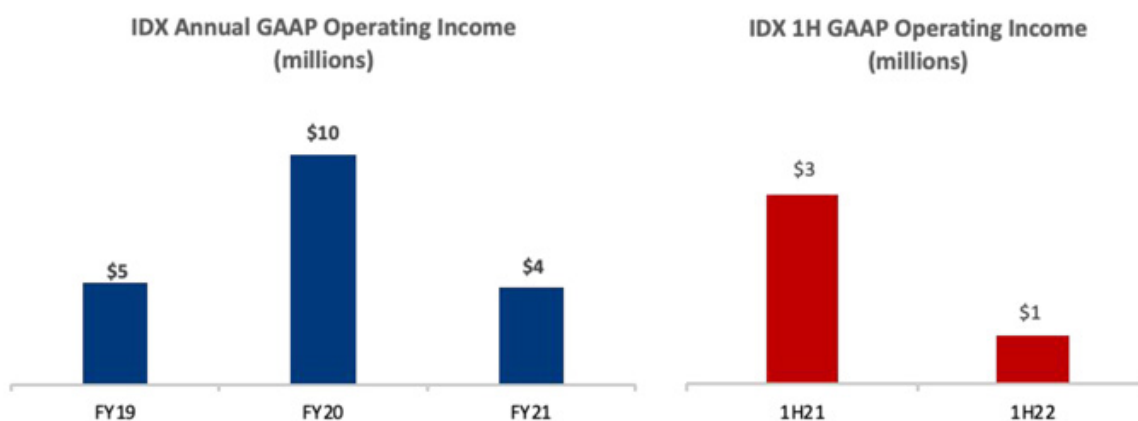
Foundation for Scale & Future Operating Leverage



* See Supplemental Financial Information for GAAP to Non-GAAP reconciliation



IDX Profitability Profile



The background of the slide is a dark blue field filled with a complex network of glowing red lines and dots. These elements create a sense of depth and movement, resembling a digital or financial data visualization. In the center, there is a faint, out-of-focus image of a group of people standing in a line, possibly in a modern architectural space. The overall aesthetic is high-tech and professional.

Supplemental Financial Information



Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe the following non-GAAP measures are useful in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance by excluding certain items that may not be indicative of our business, results of operations or outlook. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP.

Other companies, including companies in our industry, may calculate similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. For example, free cash flow is not a substitute for cash used in operating activities. Additionally, the utility of free cash flow as a measure of our liquidity is limited as it does not represent the total increase or decrease in our cash balance for a given period.

A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures and not rely on any single financial measure to evaluate our business.

Non-GAAP Gross Profit and Non-GAAP Gross Margin

We define non-GAAP gross profit and non-GAAP gross margin as GAAP gross profit and GAAP gross margin, respectively, excluding stock-based compensation expense and amortization of acquired intangible assets. We believe non-GAAP gross profit and non-GAAP gross margin provide our management and investors consistency and comparability with our past financial performance and facilitate period-to-period comparisons of operations, as these measures eliminate the effects of certain variables unrelated to our overall operating performance.

Non-GAAP Loss from Operations

We define non-GAAP loss from operations as GAAP loss from operations, excluding stock-based compensation expense, amortization of acquired intangible assets, and public company offering costs. We believe non-GAAP loss from operations provide our management and investors consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations, as these measures eliminate the effects of certain variables unrelated to our overall operating performance.



ZeroFox Income Statement

(unaudited)	1Q21	2Q21	3Q21	4Q21	FY21	1Q22	2Q22	3Q22	4Q22	FY22	1Q23	2Q23
	(dollars in thousands)											
Revenue	\$ 5,566	\$ 5,939	\$ 6,957	\$ 10,076	\$ 28,538	\$ 10,987	\$ 11,703	\$ 11,916	\$ 12,827	\$ 47,433	\$ 13,591	\$ 15,152
Cost of revenue	1,906	1,479	2,244	4,017	9,646	3,615	4,118	4,279	4,345	16,357	4,249	4,480
Gross profit	3,660	4,460	4,713	6,059	18,892	7,372	7,585	7,637	8,482	31,076	9,342	10,672
Operating expenses:												
Research and development	1,491	1,335	1,391	1,725	5,942	2,389	3,068	3,575	3,778	12,810	3,961	4,062
Sales and marketing	5,638	4,639	4,947	6,242	21,466	6,449	7,595	7,869	7,960	29,873	8,534	9,829
General and administrative	1,715	2,099	2,045	3,822	9,681	2,031	3,839	4,759	5,779	16,408	4,946	5,039
Total operating expenses	8,844	8,073	8,383	11,789	37,089	10,869	14,502	16,203	17,517	59,091	17,441	18,930
Loss from operations	(5,184)	(3,613)	(3,670)	(5,730)	(18,197)	(3,497)	(6,917)	(8,566)	(9,035)	(28,015)	(8,099)	(8,258)
Interest expense, net	(405)	(586)	(597)	(645)	(2,233)	(698)	(814)	(974)	(1,099)	(3,585)	(1,386)	(1,545)
Loss on extinguishment of debt	-	(566)	-	(852)	(1,418)	-	-	-	-	-	-	-
Change in fair value of warrant liability	(283)	355	-	(878)	(806)	(31)	(5,289)	(1,862)	(193)	(7,375)	(663)	(1,396)
Total other expense	(688)	(797)	(597)	(2,375)	(4,457)	(729)	(6,103)	(2,836)	(1,292)	(10,960)	(2,049)	(2,941)
Loss before income taxes	(5,872)	(4,410)	(4,267)	(8,105)	(22,654)	(4,226)	(13,020)	(11,402)	(10,327)	(38,975)	(10,148)	(11,199)
Income taxes	21	27	10	28	86	15	41	48	(640)	(536)	55	56
Net Loss	\$ (5,893)	\$ (4,437)	\$ (4,277)	\$ (8,133)	\$ (22,740)	\$ (4,241)	\$ (13,061)	\$ (11,450)	\$ (9,687)	\$ (38,439)	\$ (10,203)	\$ (11,255)
Stock-based compensation included in:												
(unaudited)	1Q21	2Q21	3Q21	4Q21	FY21	1Q22	2Q22	3Q22	4Q22	FY22	1Q23	2Q23
	(dollars in thousands)											
Cost of revenue	\$ 3	\$ -	\$ -	\$ -	\$ 3	\$ 5	\$ 9	\$ 26	\$ 10	\$ 50	\$ 10	\$ 10
Research and development	22	16	17	17	72	23	24	23	27	97	55	56
Sales and marketing	28	51	25	26	130	40	76	59	47	222	85	130
General and administrative	43	46	46	110	245	65	78	86	98	327	224	282
Total stock-based compensation expense	\$ 96	\$ 113	\$ 88	\$ 153	\$ 450	\$ 133	\$ 187	\$ 194	\$ 182	\$ 696	\$ 374	\$ 478



ZeroFox Balance Sheet

(unaudited)	Apr20	Jul20	Oct20	Jan21	Apr21	Jul21	Oct21	Jan22	Apr22	Jul22
	(dollars in thousands)									
Assets										
Current assets:										
Cash and cash equivalents	\$ 18,708	\$ 19,974	\$ 7,682	\$ 13,764	\$ 9,302	\$ 5,234	\$ 4,383	\$ 10,274	\$ 10,110	\$ 2,803
Accounts receivable, net	5,428	3,114	7,396	13,082	11,533	11,286	12,415	17,046	12,476	14,210
Deferred contract acquisition costs	3,077	2,994	3,089	3,632	4,014	3,770	3,770	4,174	4,594	4,918
Prepaid expenses and other assets	1,331	1,174	976	801	1,579	2,184	1,443	1,276	2,404	2,859
Total current assets	28,544	27,256	19,143	31,279	26,228	22,474	22,011	32,770	29,584	24,790
Property and equipment, net	355	332	450	446	488	757	748	694	625	609
Capitalized software, net	847	863	848	799	787	864	926	914	983	1,082
Deferred contract acquisition costs, net of current	4,548	4,752	5,042	6,505	5,942	5,906	6,421	7,481	6,869	6,854
Acquired intangible assets, net	-	-	15,575	14,982	14,294	15,788	14,999	14,210	13,421	12,631
Goodwill	-	-	28,625	28,614	28,653	34,844	34,366	35,002	35,002	35,002
Other assets	276	280	279	307	258	257	320	319	344	341
Total assets	\$ 34,570	\$ 33,483	\$ 69,962	\$ 82,932	\$ 76,650	\$ 80,890	\$ 79,791	\$ 91,390	\$ 86,828	\$ 81,309
Liabilities, redeemable convertible preferred										
Current liabilities:										
Accounts payable	\$ 923	\$ 923	\$ 1,199	\$ 890	\$ 945	\$ 2,017	\$ 2,016	\$ 4,276	\$ 4,181	\$ 4,333
Contingent consideration related to business	-	-	15,016	7,871	2,687	114	114	-	-	-
Accrued compensation and expenses and other current liabilities	1,686	2,545	2,855	5,060	2,810	4,107	6,179	7,020	3,319	4,302
Current portion of long-term debt	2,796	-	-	-	-	938	938	5,970	6,031	6,094
Deferred revenue	11,786	11,506	19,041	25,398	24,758	25,065	27,111	29,532	32,855	36,019
Total current liabilities	17,191	14,974	38,111	39,219	31,200	32,241	36,358	46,798	46,386	50,748
Deferred revenue, net	1,753	2,032	2,590	3,103	3,822	4,164	3,435	9,299	6,806	6,326
Long term debt, net	14,504	19,884	19,958	28,575	28,691	36,299	41,165	45,503	52,359	52,327
Warrants	1,217	1,026	1,027	2,806	2,837	8,126	9,988	10,709	11,891	7,387
Other liabilities	-	-	-	368	368	368	368	-	-	-
Total liabilities	34,665	37,916	61,686	74,071	66,918	81,198	91,314	112,309	117,442	116,788
Redeemable convertible preferred stock	98,981	98,981	115,819	124,390	129,404	132,229	132,229	132,229	132,229	138,129
Stockholders' deficit										
Common stock	-	-	-	-	-	-	-	-	-	-
Additional paid-in capital	2,517	2,640	2,797	2,975	3,117	3,317	3,561	3,873	4,327	4,829
Accumulated deficit	(101,534)	(105,971)	(110,248)	(118,381)	(122,623)	(135,683)	(147,133)	(156,820)	(167,023)	(178,278)
Accumulated other comprehensive (loss) income	(59)	(83)	(92)	(123)	(166)	(171)	(180)	(201)	(147)	(159)
Total stockholders' deficit	(99,076)	(103,414)	(107,543)	(115,529)	(119,672)	(132,537)	(143,752)	(153,148)	(162,843)	(173,608)
Total liabilities, redeemable convertible preferred	\$ 34,570	\$ 33,483	\$ 69,962	\$ 82,932	\$ 76,650	\$ 80,890	\$ 79,791	\$ 91,390	\$ 86,828	\$ 81,309



ZeroFox Cash Flow Statement

(unaudited)	1Q21	2Q21	3Q21	4Q21	FY21	1Q22	2Q22	3Q22	4Q22	FY22	1Q23	2Q23
	(dollars in thousands)											
Cash flows from operating activities:												
Net loss	\$ (5,893)	\$ (4,437)	\$ (4,277)	\$ (8,133)	\$ (22,740)	\$ (4,241)	\$ (13,060)	\$ (11,451)	\$ (9,687)	\$ (38,439)	\$ (10,203)	\$ (11,255)
Adjustments to reconcile net loss to net cash used												
Depreciation and amortization	68	66	81	118	333	107	129	150	160	546	160	157
Amortization of software development costs	128	130	135	139	532	142	147	151	120	560	153	162
Amortization of acquired intangible assets	-	-	325	593	918	688	756	789	789	3,022	789	790
Amortization of deferred debt issuance costs	-	-	-	153	153	-	-	-	361	361	-	-
Stock-based compensation expense	96	113	88	153	450	133	187	194	182	696	374	478
Loss on sale of asset	-	-	-	-	-	-	-	-	3	3	-	-
Provision for bad debts	-	(15)	49	17	51	-	10	37	(31)	16	(7)	-
Change in fair value of warrants	283	(191)	(164)	878	806	31	5,289	1,862	193	7,375	663	1,396
Change in fair value of contingent consideration	-	-	-	1,440	1,440	(170)	138	-	(114)	(146)	-	-
Loss on extinguishment of debt	-	566	-	234	800	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	-	-	(636)	(636)	-	-
Noncash interest expense	47	(35)	220	(76)	156	116	81	65	(193)	69	258	265
Changes in operating assets and liabilities:												
Accounts receivable	591	2,311	(4,259)	(5,758)	(7,115)	1,549	442	(1,165)	(4,602)	(3,776)	4,578	(1,734)
Deferred contract acquisition costs	253	(120)	(385)	(2,006)	(2,258)	181	280	(515)	(1,463)	(1,517)	192	(309)
Prepaid expenses and other assets	(644)	153	145	201	(145)	(779)	(402)	742	155	(284)	(1,128)	(455)
Accounts payable and expenses	(676)	858	(286)	2,370	2,266	(2,147)	1,791	2,007	3,115	4,766	(3,797)	1,137
Deferred revenue	(974)	(1)	3,400	6,870	9,295	79	(2)	1,319	8,284	9,680	830	2,684
Other liabilities	-	-	-	-	-	-	-	-	(368)	(368)	(26)	4
Net cash used in operating activities	(6,721)	(602)	(4,928)	(2,807)	(15,058)	(4,311)	(4,214)	(5,815)	(3,732)	(18,072)	(7,164)	(6,680)
Cash flows from investing activities:												
Business acquisition, net of cash acquired	-	-	(7,235)	-	(7,235)	(38)	(4,232)	479	(1)	(3,792)	-	-
Purchases of property and equipment	(40)	(43)	(69)	(112)	(264)	(149)	(173)	(142)	(108)	(572)	(97)	(148)
Capitalized software	(138)	(146)	(120)	(90)	(494)	(130)	(223)	(214)	(107)	(674)	(221)	(262)
Net cash used in investing activities	(178)	(189)	(7,424)	(202)	(7,993)	(317)	(4,628)	123	(216)	(5,038)	(318)	(410)
Cash flows from financing activities:												
Exercise of stock options	6	10	70	25	111	8	13	51	130	202	80	24
Issuance costs for preferred stock	-	-	-	(112)	(112)	-	-	-	-	-	-	-
Proceeds from issuance of convertible notes	2,796	-	-	(2,796)	-	-	-	-	-	-	-	-
Proceeds from issuance of debt, net	-	4,866	-	32,234	37,100	-	4,964	5,036	9,965	19,965	7,412	-
Repayment of debt	-	(2,796)	-	(20,229)	(23,025)	-	-	(234)	(235)	(469)	(234)	(235)
Net cash provided by financing activities	2,802	2,080	70	9,122	14,074	8	4,977	4,853	9,860	19,698	7,258	(211)
Foreign exchange translation adjustment	7	(23)	(10)	(31)	(57)	(42)	(3)	(12)	(21)	(78)	60	(6)
Net change in cash	(4,090)	1,266	(12,292)	6,082	(9,034)	(4,662)	(3,868)	(851)	5,891	(3,490)	(164)	(7,307)
Cash, beginning of year	22,898	18,808	20,074	7,782	22,898	13,864	9,202	5,334	4,483	13,864	10,374	10,210
Cash, end of year	\$ 18,808	\$ 20,074	\$ 7,782	\$ 13,864	\$ 13,864	\$ 9,202	\$ 5,334	\$ 4,483	\$ 10,374	\$ 10,374	\$ 10,210	\$ 2,903



ZeroFox GAAP to Non-GAAP Reconciliation

Non-GAAP gross profit and gross margin

(unaudited)	1Q21	2Q21	3Q21	4Q21	FY21	1Q22	2Q22	3Q22	4Q22	FY22	1Q23	2Q23
Revenue	\$ 5,566	\$ 5,939	\$ 6,957	\$ 10,076	\$ 28,538	\$ 10,987	\$ 11,703	\$ 11,916	\$ 12,827	\$ 47,433	\$ 13,591	\$ 15,152
Gross profit	\$ 3,660	\$ 4,460	\$ 4,713	\$ 6,059	\$ 18,892	\$ 7,372	\$ 7,585	\$ 7,637	\$ 8,482	\$ 31,076	\$ 9,342	\$ 10,672
Add: Stock-based compensation expense	3	-	-	-	3	5	9	26	10	50	10	10
Add: Amortization of acquired intangible assets	-	-	35	105	140	105	120	128	128	481	128	128
Non-GAAP gross profit	\$ 3,663	\$ 4,460	\$ 4,748	\$ 6,164	\$ 19,035	\$ 7,482	\$ 7,714	\$ 7,791	\$ 8,620	\$ 31,607	\$ 9,480	\$ 10,810
Gross margin	66%	75%	68%	60%	66%	67%	65%	64%	66%	66%	69%	70%
Non-GAAP gross margin	66%	75%	68%	61%	67%	68%	66%	65%	67%	67%	70%	71%

Non-GAAP loss from operations

(unaudited)	1Q21	2Q21	3Q21	4Q21	FY21	1Q22	2Q22	3Q22	4Q22	FY22	1Q23	2Q23
Loss from operations	\$ (5,184)	\$ (3,613)	\$ (3,670)	\$ (5,730)	\$ (18,197)	\$ (3,497)	\$ (13,749)	\$ (1,734)	\$ (9,035)	\$ (28,015)	\$ (8,099)	\$ (13,248)
Add: Stock-based compensation expense	96	113	88	153	450	133	187	194	182	696	374	478
Add: Amortization of acquired intangible assets	-	-	325	593	918	688	756	789	789	3,022	789	790
Add: Public company offering costs	-	-	-	-	-	55	1,368	(1,423)	3,521	3,521	775	2,459
Non-GAAP loss from operations	\$ (5,088)	\$ (3,500)	\$ (3,257)	\$ (4,984)	\$ (16,829)	\$ (2,621)	\$ (11,438)	\$ (2,174)	\$ (4,543)	\$ (20,776)	\$ (6,161)	\$ (9,521)



ZeroFox Key Business Metrics

(unaudited)	1Q21	2Q21	3Q21	4Q21	1Q22	2Q22	3Q22	4Q22	1Q23	2Q23
	(dollars in thousands)									
ARR	\$ 22,870	\$ 24,628	\$ 39,279	\$ 44,088	\$ 45,628	\$ 49,344	\$ 51,126	\$ 53,930	\$ 57,091	\$ 61,343
Subscription customers	452	471	666	692	721	763	798	835	883	914



IDX Income Statement

(unaudited)

	1Q20	2Q20	3Q20	4Q20	CY20	1Q21	2Q21	3Q21	4Q21	CY21	1Q22	2Q22
						<i>(dollars in thousands)</i>						
Revenue	\$ 25,784	\$ 25,939	\$ 25,999	\$ 25,814	\$ 103,536	\$ 26,957	\$ 26,348	\$ 26,949	\$ 25,818	\$ 106,072	\$ 27,474	\$ 29,232
Cost of revenue	19,493	19,650	19,236	19,521	77,900	20,703	20,687	21,182	20,173	82,745	21,265	22,942
Gross profit	6,291	6,289	6,763	6,293	25,636	6,254	5,661	5,767	5,645	23,327	6,209	6,290
Operating expenses:												
Research and development	1,025	972	1,115	1,001	4,113	1,127	1,191	1,290	1,333	4,941	1,450	1,387
Sales and marketing	1,541	1,504	2,096	1,847	6,988	1,971	1,749	1,798	1,664	7,182	1,896	2,932
General and administrative	1,141	946	1,189	1,066	4,342	1,102	1,405	1,967	2,398	6,872	2,823	1,154
Total operating expenses	3,707	3,422	4,400	3,914	15,443	4,200	4,345	5,055	5,395	18,995	6,169	5,473
Income from operations	2,584	2,867	2,363	2,379	10,193	2,054	1,316	712	250	4,332	40	817
Interest expense, net	(381)	(315)	(124)	(165)	(985)	(121)	(122)	(122)	(118)	(483)	(120)	(137)
Change in fair value of warrant liability	-	-	-	-	-	-	-	-	(1,943)	(1,943)	-	(133)
Total other expense	(381)	(315)	(328)	(432)	(1,456)	(166)	(168)	(493)	(2,316)	(3,143)	(392)	(471)
Loss before income taxes	2,203	2,552	2,035	1,947	8,737	1,888	1,148	219	(2,066)	1,189	(352)	346
Income taxes	-	621	1,062	400	2,083	545	319	35	817	1,716	(94)	117
Net Loss	\$ 2,203	\$ 1,931	\$ 973	\$ 1,547	\$ 6,654	\$ 1,343	\$ 829	\$ 184	\$ (2,883)	\$ (527)	\$ (258)	\$ 229



IDX Balance Sheet

(unaudited)	Mar20	Jun20	Sep20	Dec20	Mar21	Jun21	Sep21	Dec21	Mar22	Jun22
	(dollars in thousands)									
Assets										
Current assets:										
Cash and cash equivalents	\$ 8,991	\$ 11,933	\$ 13,215	\$ 14,743	\$ 15,085	\$ 15,643	\$ 17,484	\$ 17,986	\$ 15,697	\$ 17,012
Accounts receivable, net	8,727	9,016	9,352	8,823	8,676	10,482	10,700	9,997	11,219	12,037
Prepaid expenses and other assets	914	706	785	883	1,569	895	1,002	953	1,416	1,071
Capitalized contract costs	1,703	1,499	1,363	819	567	738	889	826	807	1,065
Total current assets	20,335	23,154	24,715	25,268	25,897	27,758	30,075	29,762	29,139	31,185
Property and equipment, net	214	188	154	126	162	140	143	127	141	128
Deferred tax asset	530	535	535	1,428	1,428	1,428	1,299	1,229	1,145	1,227
Total assets	\$ 21,079	\$ 23,877	\$ 25,404	\$ 27,058	\$ 27,723	\$ 29,547	\$ 31,752	\$ 31,417	\$ 30,737	\$ 32,728
Liabilities, redeemable convertible preferred stock, and										
Current liabilities:										
Accounts payable	\$ 6,110	\$ 7,135	\$ 7,104	\$ 6,366	\$ 7,264	\$ 6,631	\$ 7,293	\$ 7,286	\$ 7,471	\$ 7,950
Accrued compensation and expenses and other current	2,579	2,879	2,666	4,052	4,948	5,349	5,338	6,606	5,530	5,681
Current installments of capital lease	61	64	66	68	52	35	18	-	-	-
Current portion of convertible debt, carried at fair value	-	-	-	-	-	-	-	2,445	2,724	2,924
Current portion of long-term debt	5,622	5,626	5,637	-	-	-	833	1,667	2,500	3,333
Deferred revenue	10,661	10,132	9,991	7,505	4,991	6,468	7,156	7,560	7,112	8,869
Total current liabilities	25,033	25,836	25,464	17,991	17,255	18,483	20,638	25,564	25,337	28,757
Deferred revenue, net	-	-	-	1,744	1,744	1,744	1,736	2,116	2,472	1,610
Accrued expenses, long-term	160	160	160	463	463	463	454	750	759	779
Convertible debt, carried at fair value	-	-	-	1,733	-	-	2,191	-	-	-
Long term debt, net	5,221	5,277	5,335	9,984	11,762	11,806	9,152	8,319	7,487	6,655
Total liabilities	30,414	31,273	30,959	31,915	31,224	32,496	34,171	36,749	36,055	37,801
Redeemable convertible preferred stock	32,451	32,451	32,451	32,451	32,451	32,451	32,451	64,902	65,166	65,166
Stockholders' deficit										
Common stock	1	1	1	1	1	1	1	1	1	1
Additional paid-in capital	559	567	524	586	599	322	668	-	8	24
Accumulated deficit	(42,346)	(40,415)	(38,531)	(37,895)	(36,552)	(35,723)	(35,539)	(70,235)	(70,493)	(70,264)
Accumulated other comprehensive (loss) income	-	-	-	-	-	-	-	-	-	-
Total stockholders' deficit	(41,786)	(39,847)	(38,006)	(37,308)	(35,952)	(35,400)	(34,870)	(70,234)	(70,484)	(70,239)
Total liabilities, redeemable convertible preferred stock, and stockholders' deficit	\$ 21,079	\$ 23,877	\$ 25,404	\$ 27,058	\$ 27,723	\$ 29,547	\$ 31,752	\$ 31,417	\$ 30,737	\$ 32,728



IDX Cash Flow Statement

(unaudited)	1Q20	2Q20	3Q20	4Q20	CY20	1Q21	2Q21	3Q21	4Q21	CY21	1Q22	2Q22
						(dollars in thousands)						
Cash flows from operating activities:												
Net loss	\$ 2,203	\$ 1,931	\$ 973	\$ 1,547	\$ 6,654	\$ 1,343	\$ 829	\$ 184	\$ (2,883)	\$ (527)	\$ (258)	\$ 229
Adjustments to reconcile net loss to net cash used in												
Depreciation and amortization	35	35	34	32	136	31	32	31	27	121	21	18
Amortization of deferred debt issuance costs	78	35	36	141	290	1	1	1	1	4	1	1
Stock-based compensation expense	12	9	9	8	38	6	5	11	7	29	6	7
Gain on warrant exercised	-	-	-	-	-	-	-	-	-	-	(8)	-
Loss on sale of asset	-	-	-	-	-	2	-	(2)	-	-	-	1
Provision for bad debts	-	-	-	-	-	49	(11)	(38)	-	-	(97)	(33)
Change in fair value of warrants	-	-	-	-	-	-	-	-	1,943	1,943	-	133
Change in fair value of debt	-	-	140	41	181	44	45	370	253	712	279	200
Loss on extinguishment of debt	-	-	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	(5)	(894)	-	(899)	-	-	130	69	199	85	(82)
Other	42	42	(124)	41	1	-	-	73	102	175	-	-
Changes in operating assets and liabilities:												
Accounts receivable	862	(288)	(71)	263	766	98	(1,795)	(251)	602	(1,346)	(1,125)	(785)
Prepaid expenses and other assets	(256)	208	(391)	214	(225)	(686)	674	(107)	49	(70)	(426)	346
Other long-term assets	-	-	-	(37)	(37)	-	-	-	-	-	-	-
Capitalized contract costs	112	204	137	343	796	252	(155)	(165)	(1)	(69)	(30)	(135)
Accounts payable	(1,666)	1,324	1,060	(738)	(20)	898	(633)	662	(7)	920	184	480
Accounts expenses and other liabilities	-	-	399	(11)	388	896	85	292	(423)	850	(794)	35
Deferred revenue	958	(529)	(6)	(877)	(454)	(2,514)	1,478	679	784	427	(92)	896
Net cash used in operating activities	2,380	2,966	1,302	967	7,615	420	555	1,870	523	3,368	(2,254)	1,311
Cash flows from investing activities:												
Business acquisition, net of cash acquired	-	-	-	-	-	-	-	-	-	-	-	-
Purchases of property and equipment	-	(9)	(1)	(5)	(15)	(69)	(10)	(35)	(11)	(125)	(36)	(6)
Capitalized software	-	-	-	-	-	-	-	-	-	-	-	-
Net cash used in investing activities	-	(9)	(1)	(5)	(15)	(69)	(10)	(35)	(11)	(125)	(36)	(6)
Cash flows from financing activities:												
Exercise of stock options	7	-	-	2	9	7	32	23	8	70	1	10
Proceeds from issuance of debt, net	-	-	-	9,983	9,983	-	-	-	(2)	(2)	-	-
Repayment of debt	(1,092)	-	14	(9,422)	(10,500)	-	(2)	-	2	-	-	-
Repayment of capital lease obligations	(14)	(15)	(33)	3	(59)	(16)	(17)	(17)	(18)	(68)	-	-
Net cash provided by financing activities	(1,099)	(15)	(19)	566	(567)	(9)	13	6	(10)	-	1	10
Net change in cash	1,281	2,942	1,282	1,528	7,033	342	558	1,841	502	3,243	(2,289)	1,315
Cash, beginning of year	7,710	8,991	11,933	13,215	7,710	14,743	15,085	15,643	17,484	14,743	17,986	15,697
Cash, end of year	\$ 8,991	\$ 11,933	\$ 13,215	\$ 14,743	\$ 14,743	\$ 15,085	\$ 15,643	\$ 17,484	\$ 17,986	\$ 17,986	\$ 15,697	\$ 17,012



Shares Outstanding

	Total Shares (in millions)
ZeroFox / IDX Shareholders	112.9
L&F Class B Shares (Trust)	1.0
L&F Class A Shares (Sponsor) *	4.3
Shares Outstanding	118.2
Public Warrants **	8.6
Private Warrants **	7.6
Shares from Convertible Note ***	13.0
Shares Including Warrants and Convertible Securities	147.4
Outstanding Options	8.2
2022 Equity Incentive Plan	11.8
Shares Fully Diluted for Equity Plan Securities	167.4

* 1.3 million L&F earnout shares subject to forfeiture:

1/3 Vesting @ \$12.50

1/3 Vesting @ \$15.00

1/3 Vesting @ \$17.50

** The exercise price for the Public and Private Warrants at \$11.50

*** Forced conversion for Shares from Convertible Notes when

20-day weighted average stock trading exceeds the following triggers:

After year one anniversary 150% \$ 17.25

After year two anniversary 130% \$ 14.95



The background of the top section is a dark blue field filled with a complex network of glowing red lines and dots. These elements create a sense of depth and movement, resembling a digital or architectural structure. In the center, a group of people is visible, though they are somewhat blurred and integrated into the overall red-toned aesthetic. The word "Appendix" is prominently displayed in white, bold, sans-serif font on the left side of this section.

Appendix



Senior Executive Team



James C. Foster
Founder, Chairman & CEO



Renowned thought leader on cyber security with 20+ years of experience and a dozen published books. Previously founded Ciphent (acquired by Accuvant/Optiv), Foundstone (McAfee), & Guardent (Verisign)



Mike Price
Chief Technology Officer



Over 20 years of cyber security experience with a focus on enterprise vulnerability, risk, and application security systems



Tim Bender
Chief Financial Officer



Over 20 years of strategic, financial and operation planning experience with technology growth companies. Previous IPO experience at Vocus / Cision



Kevin Reardon
Chief Operating Officer



Operational executive with over 25 years of cyber security experience and multiple successful exits



Scott O'Rourke
Chief Revenue Officer



Over 20 years of experience in enterprise sales and sales leadership roles within the cyber security, technology and telecommunications industries.



John Prestridge
Chief Marketing Officer



Senior enterprise marketing, product, and sales executive with decades of experience in delivering results for B2B software companies