

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>O'Rourke Scott</u> <hr/> (Last) (First) (Middle) <u>C/O ZEROFOX HOLDINGS, INC.</u> <u>1834 CHARLES STREET</u> <hr/> (Street) <u>BALTIMORE</u> <u>21230</u> <hr/> (City) (State) (Zip)			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 Revenue Officer</u>		
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 <input type="checkbox"/> Form filed by More than One Reporting Person					
4. If Amendment, Date of Original Filed (Month/Day/Year)								

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)	\$0.49	08/03/2022		A ⁽¹⁾⁽²⁾		50,098		(3)	10/28/2025	Common Stock	50,098	(1)(2)	50,098	D	
Employee Stock Option (right to buy)	\$0.6	08/03/2022		A ⁽¹⁾⁽²⁾		42,941		(4)	01/27/2026	Common Stock	42,941	(1)(2)	42,941	D	
Employee Stock Option (right to buy)	\$0.7	08/03/2022		A ⁽¹⁾⁽²⁾		247,056		(5)	02/14/2027	Common Stock	247,056	(1)(2)	247,056	D	
Employee Stock Option (right to buy)	\$0.98	08/03/2022		A ⁽¹⁾⁽²⁾		143,138		(6)	03/05/2029	Common Stock	143,138	(1)(2)	143,138	D	
Employee Stock Option (right to buy)	\$0.98	08/03/2022		A ⁽¹⁾⁽²⁾		97,334		(7)	03/05/2029	Common Stock	97,334	(1)(2)	97,334	D	
Employee Stock Option (right to buy)	\$1.09	08/03/2022		A ⁽¹⁾⁽²⁾		5,725		(8)	11/20/2029	Common Stock	5,725	(1)(2)	5,725	D	
Employee Stock Option (right to buy)	\$1.23	08/03/2022		A ⁽¹⁾⁽²⁾		5,725		(9)	05/14/2030	Common Stock	5,725	(1)(2)	5,725	D	
Employee Stock Option (right to buy)	\$1.23	08/03/2022		A ⁽¹⁾⁽²⁾		1,431		(10)	05/14/2030	Common Stock	1,431	(1)(2)	1,431	D	
Employee Stock Option (right to buy)	\$2.24	08/03/2022		A ⁽¹⁾⁽²⁾		85,883		(11)	03/01/2031	Common Stock	85,883	(1)(2)	85,883	D	
Employee Stock Option (right to buy)	\$8.25	08/03/2022		A ⁽¹⁾⁽²⁾		71,569		(12)	02/01/2032	Common Stock	71,569	(1)(2)	71,569	D	

Explanation of Responses:

1. 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.,
2. (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.
3. 50,098 options have vested as of August 3, 2022.
4. 42,941 options have vested as of August 3, 2022.
5. 247,056 options have vested as of August 3, 2022.
6. 116,299 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 8,946 options will vest on September 1, 2022; (ii) 8,946 options will vest on December 1, 2022; and (iii) 8,947 options will vest on March 1, 2023.
7. 60,833 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 6,083 options will vest on October 31, 2022; (ii) 6,084 options will vest on January 30, 2023; (iii) 6,083 options will vest on April 30, 2023; (iv) 6,084 options will vest on July 31, 2023; (v) 6,083 options will vest on October 31, 2023; and (vi) 6,084 options will vest on January 30, 2024.
8. 5,725 options have vested as of August 3, 2022.
9. 3,578 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 358 options will vest on November 1, 2022; (ii) 358 options will vest on February 1, 2023; (iii) 358 options will vest on May 1, 2023; (iv) 358 options will vest on August 1, 2023; (v) 358 options will vest on November 1, 2023; and (vi) 357 options will vest on February 1, 2024.
10. 1,431 options have vested as of August 3, 2022.
11. 26,838 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 5,367 options will vest on September 1, 2022; (ii) 5,368 options will vest on December 1, 2022; (iii) 5,367 options will vest on March 1, 2023; (iv) 5,368 options will vest on June 1, 2023; (v) 5,367 options will vest on September 1, 2023; (vi) 5,368 options will vest on December 1, 2023; (vii) 5,368 options will vest on March 1, 2024; (viii) 5,368 options will vest on June 1, 2024; (ix) 5,368 options will vest on September 1, 2024; (x) 5,368 options will vest on December 1, 2024; and (xi) 5,368 options will vest on March 1, 2025.
12. Options will vest as follows: (i) 17,893 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) 4,473 options will vest on February 1, 2025; (x) 4,473 options will vest on May 1, 2025; (xi) 4,473 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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