

ZeroFox Holdings, Inc.
1834 S. Charles Street
Baltimore, MD 21230

April 11, 2023

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
Office of Trade & Services
100 F Street, N.E.
Washington, D.C. 20549

Re: ZeroFox Holdings, Inc.
Registration Statement on Form S-1
File No. 333-271028

Ladies and Gentlemen:

ZeroFox Holdings, Inc. (the “**Registrant**”) hereby requests that the U.S. Securities and Exchange Commission (the “**Commission**”) take appropriate action to cause the above-referenced Registration Statement on Form S-1 to become effective on April 12, 2023, at 4:15 p.m., Eastern Time, or as soon thereafter as is practicable or at such later time as the Registrant may orally request via telephone call to the staff of the Commission. The Registrant hereby authorizes Jeffrey N. Ostrager of Venable LLP, counsel to the Registrant, to make such request on its behalf.

Once the Registration Statement has been declared effective, please orally confirm that event with Jeffrey N. Ostrager of Venable LLP, counsel to the Registrant, at (212) 218-2142.

Very truly yours,

ZEROFOX HOLDINGS, INC.

By: /s/ Timothy S. Bender

Name: Timothy S. Bender

Title: Chief Financial Officer

cc: Thomas P. FitzGerald, ZeroFox Holdings, Inc.
Jeffrey N. Ostrager, Venable LLP