

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Bender Timothy S</u> (Last) (First) (Middle) <u>C/O ZEROFOX HOLDINGS, INC.</u> <u>1834 CHARLES STREET</u> (Street) <u>BALTIMORE MD 21230</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZeroFox Holdings, Inc. [ZFOX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) See Remarks 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Common Stock	08/03/2022		A ⁽¹⁾⁽²⁾		15,118	A	(1)(2)	15,118	D	

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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.6	08/03/2022		A ⁽¹⁾⁽²⁾		400,787		(3)	01/27/2026	Common Stock	400,787	(1)(2)	400,787	D	
Employee Stock Option (right to buy)	\$0.77	08/03/2022		A ⁽¹⁾⁽²⁾		125,961		(4)	08/22/2027	Common Stock	125,961	(1)(2)	125,961	D	
Employee Stock Option (right to buy)	\$0.98	08/03/2022		A ⁽¹⁾⁽²⁾		193,731		(5)	03/05/2029	Common Stock	193,731	(1)(2)	193,731	D	
Employee Stock Option (right to buy)	\$1.23	08/03/2022		A ⁽¹⁾⁽²⁾		114,510		(6)	02/24/2030	Common Stock	114,510	(1)(2)	114,510	D	
Employee Stock Option (right to buy)	\$2.24	08/03/2022		A ⁽¹⁾⁽²⁾		71,569		(7)	03/01/2031	Common Stock	71,569	(1)(2)	71,569	D	
Employee Stock Option (right to buy)	\$8.25	08/03/2022		A ⁽¹⁾⁽²⁾		85,883		(8)	02/01/2032	Common Stock	85,883	(1)(2)	85,883	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. 400,787 options have vested as of August 3, 2022.
4. 125,961 options have vested as of August 3, 2022.
5. 157,406 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 12,109 options will vest on September 1, 2022; (ii) 12,108 options will vest on December 1, 2022; and (iii) 12,108 options will vest on March 1, 2023.
6. 64,412 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 7,157 options will vest on August 24, 2022; (ii) 7,157 options will vest on November 24, 2022; (iii) 7,157 options will vest on February 24, 2023; (iv) 7,157 options will vest on May 24, 2023; (v) 7,157 options will vest on August 24, 2023; (vi) 7,157 options will vest on November 24, 2023; and (vii) 7,156 options will vest on February 24, 2024.
7. 22,365 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 4,474 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) 4,473 options will vest on March 1, 2025.

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