

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
**THE SECURITIES ACT OF 1933**

**ZeroFox Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

98-1557361

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

1834 S. Charles Street  
 Baltimore, Maryland 21230  
 (Address of principal executive offices) (Zip Code)

**ZeroFox Holdings, Inc. 2022 Incentive Equity Plan**  
 (Full title of the plan)

**Thomas P. FitzGerald**  
**General Counsel and Corporate Secretary**  
**ZeroFox Holdings, Inc.**  
**1834 S. Charles Street**  
**Baltimore, Maryland 21230**  
 (Name and address of agent for service)

(855) 936-9369  
 (Telephone number, including area code, of agent for service)

*Copies to:*

**Jeffrey N. Ostrager**  
**Anthony J. Rosso**  
**Venable LLP**  
**151 West 42<sup>nd</sup> Street**  
**New York, New York 10036**  
**Tel: (212) 307-5500**  
**Fax: (212) 307-5598**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

## EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement is filed by ZeroFox Holdings, Inc. (the “Registrant”) for the purpose of registering an additional 5,909,396 shares of common stock, par value \$0.0001 per share, of the Registrant (the “Common Stock”) under the ZeroFox Holdings, Inc. 2022 Incentive Equity Plan, resulting from an automatic annual increase in the number of shares reserved for issuance thereunder as of January 1, 2023. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on November 14, 2022 ([File No. 333-268337](#)) to the extent not superseded hereby.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference in this Registration Statement:

- (a) The Registrant's [Annual Report on Form 10-K for the fiscal year ended January 31, 2023, filed with the SEC on March 30, 2023](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q for [the quarter ended April 30, 2023, filed with the SEC on June 9, 2023](#), and [the quarter ended July 31, 2023, filed with the SEC on September 12, 2023](#);
- (c) The following sections from the Registrant's [final prospectus \(File No. 333-271028\), filed pursuant to Rule 424\(b\)\(3\) with the SEC on April 12, 2023: "Unaudited Pro Forma Condensed Combined Financial Information" and "ZeroFox Holdings, Inc. \(f/k/a L&F Acquisition Corp.\) Consolidated Financial Statements as of August 2, 2022, and December 31, 2021, and for the period January 1, 2022, to August 2, 2022, and the year ended December 31, 2021 \(Audited\)"](#);
- (d) The Registrant's Current Reports on Form 8-K filed with the SEC on [February 22, 2023](#), [April 17, 2023](#), [April 24, 2023](#), [May 12, 2023](#), and [June 30, 2023](#); and
- (e) The description of the capital stock contained in the Registrant's Registration Statement on [Form 8-A filed with the SEC on August 3, 2022](#), as amended by [Exhibit 4.06 \(Description of Securities\)](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2023, including any amendment or report filed with the SEC for the purpose of updating such description.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC (including, without limitation, information furnished under Item 2.02 or Item 7.01 of Current Reports on Form 8-K and the exhibits related to such items furnished under Item 9.01) shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit No.	Exhibit	Form	Incorporated by Reference		Exhibit No. or Annex	Filed Herewith
			File No.	Filing Date		
4.1	<a href="#">Certificate of Incorporation of ZeroFox Holdings, Inc.</a>	8-K	001-39722	08/09/2022	3.1	
4.2	<a href="#">Amended and Restated Bylaws of ZeroFox Holdings, Inc.</a>	8-K	001-39722	12/06/2022	3.2	
5.1	<a href="#">Opinion of Venable LLP</a>					X
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm of ZeroFox Holdings, Inc.</a>					X
23.2	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm of ID Experts Holdings, Inc.</a>					X
23.3	<a href="#">Consent of WithumSmith+Brown, independent registered public accounting firm of L&amp;F Acquisition Corp.</a>					X
23.4	<a href="#">Consent of Venable LLP (included in Exhibit 5.1 hereto)</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page to this Registration Statement on Form S-8)</a>					X
99.1	<a href="#">ZeroFox Holdings, Inc. 2022 Incentive Equity Plan</a>	424B3	333-262570	07/14/2022	Annex H	
107	<a href="#">Filing Fee Table</a>					X

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on September 12, 2023.

### **ZEROFOX HOLDINGS, INC.**

By:	<u>/s/ James C. Foster</u>
Name:	James C. Foster
Title:	Chairman of the Board and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James C. Foster, Timothy S. Bender, and Thomas P. FitzGerald, and each of them acting individually, as his or her true and lawful attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ James C Foster</u> James C. Foster	Chief Executive Officer, Chairman of the Board (Principal Executive Officer)	September 12, 2023
<u>/s/ Timothy S. Bender</u> Timothy S. Bender	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 12, 2023
<u>/s/ Adam Gerchen</u> Adam Gerchen	Director	September 12, 2023
<u>/s/ Todd P. Headley</u> Todd P. Headley	Director	September 12, 2023
<u>/s/ Paul Hooper</u> Paul Hooper	Director	September 12, 2023
<u>/s/ Thomas F. Kelly</u> Thomas F. Kelly	Director	September 12, 2023
<u>/s/ Samskriti King</u> Samskriti King	Director	September 12, 2023
<u>/s/ Teresa H. Shea</u> Teresa H. Shea	Director	September 12, 2023
<u>/s/ Barbara Stewart</u> Barbara Stewart	Director	September 12, 2023

September 12, 2023

ZeroFox Holdings, Inc.  
1834 South Charles Street  
Baltimore, Maryland 21230

Re: Registration Statement on Form S-8

Ladies and Gentlemen,

We have acted as counsel to ZeroFox Holdings, Inc., a Delaware corporation, (the “Company”) in connection with the Company’s Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”), relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”) of the issuance by the Company of up to an additional 5,909,396 shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), reserved for issuance pursuant to awards that may be granted under the Company’s 2022 Incentive Equity Plan (the “Plan”).

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein.

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of (i) the Plan, (ii) the Certificate of Incorporation of the Company, certified by the Secretary of State of the State of Delaware (the “Charter”), (iii) the Amended and Restated Bylaws of the Company (the “Bylaws”), (iv) the resolutions adopted by the Board of Directors of the Company relating to, among other matters, (a) the reservation and issuance of the Shares and (b) the filing of the Registration Statement (the “Resolutions”) and (v) such other documents, corporate records, certificates, and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below (collectively, with the Plan, the Charter, the Bylaws and the Resolutions, the “Documents”).

In rendering this opinion, we have assumed, without any independent investigation or verification of any kind, that each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so, the genuineness of all signatures, the authenticity of all Documents submitted to us as originals, and the conformity to authentic original documents of all Documents submitted to us as certified, conformed or photostatic or facsimile copies.

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September 12, 2023

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Based upon the foregoing, and subject to the assumptions, qualifications, and limitations set forth herein, we are of the opinion that, when the Registration Statement has become effective under the Securities Act, the Shares, when issued and delivered by the Company pursuant to the Resolutions, the Plan and the applicable award agreements, will be validly issued, fully paid, and non-assessable.

The foregoing opinion is based on, and is limited to the General Corporation Law of the State of Delaware, and we render no opinion with respect to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are (i) "experts" within the meaning of Section 11 of the Securities Act or the rules and regulations of the Commission promulgated thereunder or (ii) within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Venable LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of ZeroFox Holdings, Inc. of our report dated March 29, 2023, relating to the financial statements of ZeroFox Holdings, Inc., appearing in the Annual Report on Form 10-K of ZeroFox Holdings, Inc. for the year ended January 31, 2023.

/s/ *DELOITTE & TOUCHE LLP*

McLean, VA  
September 12, 2023

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of ZeroFox Holdings, Inc. of our report dated March 29, 2023, relating to the financial statements of ID Experts Holdings, Inc. appearing in the Annual Report on Form 10-K of ZeroFox Holdings, Inc. for the year ended January 31, 2023.

/s/ *DELOITTE & TOUCHE LLP*

McLean, VA  
September 12, 2023

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 29, 2023, (which includes the explanatory paragraph relating to L&F Acquisition Corp.'s ability to continue as a going concern) relating to the financial statements of L&F Acquisition Corp., which report appears in the Prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, relating to the Registration Statement on Form S-8 (File No. 333-271028) of ZeroFox Holdings, Inc.

/s/ WithumSmith+Brown, PC

New York, New York

September 12, 2023

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**ZeroFox Holdings, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other <sup>(2)</sup>	5,909,396 <sup>(3)</sup>	\$1.0341 <sup>(2)</sup>	\$6,110,906.4036	0.00011020	\$673.43
	<b>Total Offering Amounts</b>				\$6,110,906.4036		\$673.43
	<b>Total Fee Offsets</b>						—
	<b>Net Fee Due</b>						\$673.43

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the registration statement on Form S-8 to which this exhibit relates shall also cover any additional shares of common stock, \$0.0001 par value per share (the “Common Stock”), of ZeroFox Holdings, Inc. that become issuable with respect to the securities identified in the above table, by reason of any stock dividends, stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations or other similar transactions effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices of the Common Stock on September 11, 2023, as reported on the Nasdaq Global Market.
- (3) Represents additional shares of Common Stock reserved for issuance pursuant to awards that may be granted under the ZeroFox Holdings, Inc. 2022 Incentive Equity Plan.

