

ZEROFOX HOLDINGS, INC.

Reported by
PRESTRIDGE III JOHN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/05/22 for the Period Ending 08/03/22

Address	1834 S. CHARLES ST. BALTIMORE, MD, 21230
Telephone	1-855-936-9369
CIK	0001823575
Symbol	ZFOX
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Holding Companies
Sector	Financials
Fiscal Year	12/31

FORM 4

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

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Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Prestridge III John R (Last) (First) (Middle)		ZeroFox Holdings, Inc. [ZFOX]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Marketing Officer	
C/O ZEROFOX HOLDINGS, INC., 1834 CHARLES STREET (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 8/3/2022		6. Individual or Joint/Group Filing (Check Applicable Line)	
BALTIMORE, MD 21230 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	\$1.23	8/3/2022		A (1)(2)		171766		(3)	3/24/2030	Common Stock	171766	(1)(2)	171766	D	

Explanation of Responses:

- 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.,
- (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.
- 96,618 options have vested as of August 3, 2022 and the remaining options will vest as follows: (i) 10,735 options will vest on September 27, 2022; (ii) 10,735 options will vest on December 27, 2022; (iii) 10,736 options will vest on March 27, 2023; (iv) 10,735 options will vest on June 27, 2023; (v) 10,736 options will vest on September 27, 2023; (vi) 10,735 options will vest on December 27, 2023; and (vii) 10,736 options will vest on March 27, 2024.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prestridge III John R C/O ZEROFOX HOLDINGS, INC. 1834 CHARLES STREET BALTIMORE, MD 21230			Chief Marketing Officer	

Signatures

/s/ Thomas P. FitzGerald as Attorney-in-Fact

8/5/2022

—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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