

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>HORING JEFF</u> (Last) (First) (Middle) C/O INSIGHT PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JFrog Ltd [FROG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2020	
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			
Ordinary Shares	09/18/2020		C		2,959,030	A	(1)(2)(3)	3,936,158	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Ordinary Shares	09/18/2020		C		2,426,440	A	(1)(2)(3)	3,227,697	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾
Ordinary Shares	09/18/2020		C		469,369	A	(1)(2)(3)	624,366	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁸⁾
Ordinary Shares	09/18/2020		C		70,404	A	(1)(2)(3)	93,655	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁹⁾

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				
Series A Convertible Preferred Shares	(1)	09/18/2020		C		32,269		(1)	(1)	Ordinary Shares	32,269	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Series A Convertible Preferred Shares	(1)	09/18/2020		C		26,461		(1)	(1)	Ordinary Shares	26,461	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾
Series A Convertible Preferred Shares	(1)	09/18/2020		C		5,118		(1)	(1)	Ordinary Shares	5,118	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁸⁾
Series A Convertible Preferred Shares	(1)	09/18/2020		C		767		(1)	(1)	Ordinary Shares	767	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁹⁾
Series A-1 Convertible Preferred Shares	(2)	09/18/2020		C		284,440		(2)	(2)	Ordinary Shares	284,440	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Series A-1 Convertible Preferred Shares	(2)	09/18/2020		C		233,244		(2)	(2)	Ordinary Shares	233,244	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾
Series A-1 Convertible Preferred Shares	(2)	09/18/2020		C		45,118		(2)	(2)	Ordinary Shares	45,118	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁸⁾
Series A-1 Convertible Preferred Shares	(2)	09/18/2020		C		6,767		(2)	(2)	Ordinary Shares	6,767	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁹⁾
Series D Convertible Preferred Shares	(3)	09/18/2020		C		2,642,321		(3)	(3)	Ordinary Shares	2,642,321	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Series D Convertible Preferred Shares	(3)	09/18/2020		C		2,166,735		(3)	(3)	Ordinary Shares	2,166,735	\$0.00	0	I	See footnote ⁽⁴⁾⁽⁵⁾⁽⁷⁾

**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				
Series D Convertible Preferred Shares	(3)	09/18/2020		C			419,133	(3)	(3)	Ordinary Shares	419,133	\$0.00	0	I	See footnote ⁽⁴⁾ (5)(8)
Series D Convertible Preferred Shares	(3)	09/18/2020		C			62,870	(3)	(3)	Ordinary Shares	62,870	\$0.00	0	I	See footnote ⁽⁴⁾ (5)(9)

Explanation of Responses:

- The Series A Convertible Preferred Shares automatically converted into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- The Series A-1 Convertible Preferred Shares automatically converted into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- The Series D Convertible Preferred Shares automatically converted into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- The reporting person is a member of the board of managers of Insight Holdings Group, LLC ("Holdings"). Holdings is the sole shareholder of Insight Venture Associates X, Ltd. ("IVA X Ltd"), which in turn is the general partner of Insight Venture Associates X, L.P. ("IVA X LP"), which in turn is the general partner of each of Insight Venture Partners X, L.P., Insight Venture Partners (Cayman) X, L.P., Insight Venture Partners (Delaware) X, L.P. and Insight Venture Partners X (Co-Investors), L.P. (collectively, "Fund X").
- All shares of stock of the issuer ("Shares") indicated as indirectly owned by the reporting person are included herein because the reporting person is a member of the board of managers of Holdings, Holdings is the sole shareholder of each of IVA X Ltd, IVA X Ltd is the general partner of IVA X LP, and in turn, IVA X LP is the general partner of Fund X, and the reporting person therefore may be deemed to share voting and dispositive power over such shares. The reporting person disclaims beneficial ownership of all shares of stock of the issuer held of record by Fund X, except to the extent of his pecuniary interest therein.
- The reported securities are held of record by Insight Venture Partners X, L.P.
- The reported securities are held of record by Insight Venture Partners (Cayman) X, L.P.
- The reported securities are held of record by Insight Venture Partners (Delaware) X, L.P.
- The reported securities are held of record by Insight Venture Partners X (Co-Investors), L.P.

Remarks:

/s/ Jeff Horing

09/21/2020

** 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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