

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) <u>C/O INSIGHT PARTNERS</u> <u>1114 AVENUE OF THE AMERICAS, 36TH FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (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) <u>09/08/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <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. 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	09/08/2021		s		71,635	D	\$37.531	4,855,224	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Ordinary Shares	09/08/2021		s		2,900	D	\$38.1319	4,852,324	I	See footnotes ⁽¹⁾⁽²⁾⁽⁴⁾
Ordinary Shares	09/09/2021		s		104,160	D	\$37.6273	4,748,164	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾
Ordinary Shares								130,865	I	See footnote ⁽⁶⁾
Ordinary Shares								4,797 ⁽⁷⁾	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- 1. See Exhibit 99.1.
- 2. See Exhibit 99.1.
- 3. See Exhibit 99.1.
- 4. See Exhibit 99.1.
- 5. See Exhibit 99.1.
- 6. See Exhibit 99.1.
- 7. See Exhibit 99.1.

Remarks:

Exhibit List ----- Exhibit 99.1 - Explanation of Responses

/s/ Jeffrey Horing 09/10/2021
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

EXPLANATION OF RESPONSES

- (1) The reporting person is a member of the board of managers of Insight Holdings Group, LLC (“Holdings”). Holdings is the sole shareholder of Insight Associates XI, Ltd. (“IA XI Ltd”), which in turn is the general partner of Insight Associates XI, L.P. (“IA XI”), which in turn is the general partner of Insight Partners XI, L.P. (“IP XI”), Insight Partners (Cayman) XI, L.P. (“IP Cayman”), Insight Partners (Delaware) XI, L.P. (“IP Delaware”), Insight Partners XI (Co-Investors), L.P. (“IP Coinvest”) and Insight Partners XI (Co-Investors) (B), L.P. (“IP Coinvest B”). Holdings is also the sole shareholder of Insight Associates (EU) XI, SARL (“IA EU”), which in turn is the general partner of Insight Partners (EU) XI, S.C.Sp. (“IP EU”), and together with IP XI, IP Cayman, IP Delaware, IP Coinvest and IP Coinvest B, collectively, the “Insight XI Funds”). Holdings is also 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”), 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, the “Insight X Funds”). In addition, Holdings is the sole shareholder of IVA X Ltd, which is the manager of IVP GP (Venice), LLC (“Venice GP”), which in turn is the general partner of IVP (Venice), L.P. (“IVP Venice”).
- (2) All Ordinary Shares of the Issuer (“Ordinary 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 IA XI Ltd, IA XI Ltd is the general partner of IA XI, and in turn, IA XI is the general partner of IP XI, IP Cayman, IP Delaware, IP Coinvest and IP Coinvest B, and the reporting person therefore may be deemed to share voting and dispositive power over such Ordinary Shares. Holdings is also the sole shareholder of IA EU, and in turn, IA EU is the general partner of IP EU, and the reporting person therefore may be deemed to share voting and dispositive power over such Ordinary Shares. Further, Holdings is the sole shareholder of IVA X Ltd, IVA X Ltd is the general partner of IVA X, and in turn, IVA X is the general partner of Insight X Funds, and the reporting person therefore may be deemed to share voting and dispositive power over such Ordinary Shares. In addition, Holdings is the sole shareholder of IVA X Ltd, which is the manager of Venice GP, which in turn is the general partner of IVP Venice. The reporting person disclaims beneficial ownership of all Ordinary Shares of the issuer held of record by the Insight XI Funds, the Insight X Funds, IVA X and IVP Venice (collectively, the “Insight Funds”), except to the extent of his pecuniary interest therein.
- (3) The price reported in Column 4 is a weighted average price. These Ordinary Shares were sold in multiple transactions by IVP Venice at prices ranging from \$36.950 to \$37.945, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Ordinary Shares sold at each separate price within the range set forth in footnotes (3) and (5).
- (4) The price reported in Column 4 is a weighted average price. These Ordinary Shares were sold in multiple transactions by IVP Venice at prices ranging from \$37.95 to \$38.36, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Ordinary Shares sold at each separate price within the range set forth in footnotes (3) and (5).
- (5) The price reported in Column 4 is a weighted average price. These Ordinary Shares were sold in multiple transactions by IVP Venice at prices ranging from \$37.10 to \$37.84, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Ordinary Shares sold at each separate price within the range set forth in footnotes (3) and (5).
- (6) 130,865 Ordinary Shares are owned by JPH Private Investments LLC. The reporting person controls JPH Private Investments LLC. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, the reporting person may be deemed to be the beneficial owner of the securities owned by JPH Private Investments LLC.
- (7) The Ordinary Shares are represented by restricted stock units which vest in four equal quarterly installments beginning on August 14, 2021.