
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)
November 23, 2020**

JFrog Ltd.

(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction
of incorporation or organization)

001-39492
(Commission
File Number)

98-0680649
(I.R.S. Employer
Identification Number)

270 E. Caribbean Drive
Sunnyvale, CA 94089
(Address of principal executive offices, including zip code)

(408) 329-1540
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value NIS 0.01 per share	FROG	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

In connection with the initial public offering of ordinary shares of JFrog, Ltd. (the "Company"), all of the Company's officers, directors, and greater than 5% shareholders and substantially all of the Company's holders of outstanding ordinary shares were parties to market standoff agreements with the Company or entered into lock-up agreements with the underwriters that restrict their ability to sell or transfer their shares, or otherwise engage in certain transactions related to their shares, for a period of 180 days after September 15, 2020, subject to certain exceptions. Such period known as the restricted period.

Pursuant to the lock-up agreements with the underwriters, the restricted period will end with respect to 25% of the shares subject to each lock-up agreement if at any time beginning after September 15, 2020 (the "Early Expiration Threshold Date") (1) the Company has filed at least one quarterly report on Form 10-Q or annual report on Form 10-K and (2) the last reported closing price of the Company's ordinary shares is at least 33% greater than the initial public offering price of the Company's ordinary shares for 10 out of any 15 consecutive trading days, including the last day, ending on or after the 90th day after September 15, 2020 (the "Price Condition"), provided that two business days' notice of such release is reported on a Current Report on Form 8-K (the "Notice Condition"). The 90th day after September 15, 2020 is December 14, 2020, which day will be during a Company trading black-out period. The lock-up agreements provide that in such event, the earliest Early Expiration Threshold Date would instead be the sixth trading day immediately preceding the commencement of such trading blackout period, which day is November 20, 2020. On November 20, 2020, the Price Condition was satisfied, and as a result 25% of the shares subject to each lock-up agreement will become eligible for sale in the public market at the open of trading on November 25, 2020 (subject to trading limitations on shares held by affiliates of the Company, continued vesting of any unvested equity awards as of such date, and the Company's insider trading policies). This Form 8-K is intended to satisfy the Notice Condition.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press release issued by JFrog Ltd. dated November 23, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 23, 2020

JFrog Ltd.

/s/ Jacob Shulman

Jacob Shulman

Chief Financial Officer

JFrog Announces Early Lock-up Release

SUNNYVALE, Calif., November 23, 2020 — JFrog Ltd. (“JFrog”) (NASDAQ: FROG), the liquid software company, announced today the early lock-up release with respect to 25% of JFrog’s ordinary shares, par value NIS 0.01 per share (the “shares”) pursuant to the terms of the lock-up agreements entered into with the underwriters (“lock-up agreements”) of its initial public offering.

Pursuant to the lock-up agreements with the underwriters, the restricted period will end with respect to 25% of the shares subject to each lock-up agreement if certain price and other conditions are met on or after December 14, 2020. However, since JFrog will be in its standard quarterly trading blackout period on December 14, 2020, the lock-up agreements provide that the earliest early expiration threshold date will instead be the sixth trading day immediately preceding the commencement of such trading blackout period, which day is November 20, 2020. The conditions for early release were satisfied on November 20, 2020, and as a result 25% of the shares subject to each lock-up agreement will become eligible for sale in the public market at the open of trading on November 25, 2020.

The transfer agent and registrar for the Company’s ordinary shares is American Stock Transfer & Trust Company, LLC.

About JFrog

JFrog is on a “Liquid Software” mission to enable the flow of software seamlessly and securely from the developer’s keystrokes to production. The end-to-end, hybrid JFrog Platform provides the tools and visibility required by modern software development organizations to fully embrace the power of DevOps. JFrog’s universal, multi-cloud DevOps platform is available as open-source, self-managed, and SaaS services on AWS, Microsoft Azure, and Google Cloud. JFrog is trusted by millions of users and thousands of customers, including a majority of the Fortune 100 companies that depend on JFrog solutions to manage their mission-critical software delivery pipelines. JFrog has offices across North America, Europe, and Asia. Learn more at jfrog.com.

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