

**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): May 13, 2021**

**JFrog Ltd.**

(Exact name of Registrant as Specified in Its Charter)

**Israel**  
(State or Other Jurisdiction  
of Incorporation)

**001-39492**  
(Commission File Number)

**98-0680649**  
(IRS Employer  
Identification No.)

**270 E. Caribbean Drive**  
**Sunnyvale, California**  
(Address of Principal Executive Offices)

**94089**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (408) 329-1540**

(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, NIS 0.01 par value	FROG	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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On May 13, 2021, JFrog Ltd. (“JFrog” or the “Company”) held an annual general meeting of shareholders (the “Annual General Meeting”) at the Company’s offices at 270 E. Caribbean Drive, Sunnyvale, California 94089. As of the close of business on April 12, 2021, the record date for the Annual General Meeting (the “Record Date”), there were 93,486,473 ordinary shares of JFrog issued and outstanding and entitled to vote at the Annual General Meeting. As of the Record Date, there were no preferred shares of JFrog issued and outstanding. At least 33 and 1/3<sup>rd</sup> of the issued JFrog shares were present or represented at the Annual General Meeting with respect to the proposals below, constituting a quorum for purposes of each proposal.

(b) The certified results of the matters voted on at the Annual General Meeting are set forth below, with fractional share totals rounded down to the nearest whole share.

*Proposal No. 1* - Election of Shlomi Ben Haim, Jessica Neal and Jeff Horing as directors for a term of three (3) years, expiring at the end of the 2024 annual general meeting of shareholders or until their respective successors are duly elected and qualified or until such director’s earlier death, resignation or removal:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Shlomi Ben Haim	67,030,108	2,918,066	7,660	10,358,361
Jessica Neal	67,028,336	2,919,805	7,695	10,358,362
Jeff Horing	66,725,638	3,221,889	8,308	10,358,362

Each of the above nominees was elected.

*Proposal No. 2* – Approval and ratification of the re-appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the independent auditors of the Company for the period ending at the close of the next annual general meeting:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
80,221,139	74,135	18,918	—

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

*Proposal No. 3* – Approval of changes to the compensation of Shlomi Ben Haim, JFrog’s Chief Executive Officer, as described in the Company’s Proxy Statement dated April 5, 2021 (the “Proxy Statement”):

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,483,147	6,461,234	11,458	10,358,358

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

*Proposal No. 4* – Approval of changes to the compensation of Yoav Landman, JFrog’s Chief Technology Officer, as described in the Proxy Statement:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,485,549	6,458,866	11,419	10,358,362

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

*Proposal No. 5* – Approval of changes to the compensation of Frederic Simon, JFrog’s Chief Data Scientist, as described in the Proxy Statement:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,487,171	6,457,166	11,498	10,358,362

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

**SIGNATURE**

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.

**JFROG LTD.**

Date: May 17, 2021

By: /s/ Jacob Shulman  
Jacob Shulman  
Chief Financial Officer

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