

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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. Date of Event Requiring Statement (Month/Day/Year) 09/15/2020	3. Issuer Name and Ticker or Trading Symbol <u>JFrog Ltd</u> [ FROG ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	977,128	I	See footnotes <sup>(1)(2)(3)</sup>
Ordinary Shares	801,257	I	See footnotes <sup>(1)(2)(4)</sup>
Ordinary Shares	154,997	I	See footnotes <sup>(1)(2)(5)</sup>
Ordinary Shares	23,251	I	See footnotes <sup>(1)(2)(6)</sup>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Shares	(7)	(7)	Ordinary Shares	32,269	(7)	I	See footnotes <sup>(1)(2)(3)</sup>
Series A Convertible Preferred Shares	(7)	(7)	Ordinary Shares	26,461	(7)	I	See footnotes <sup>(1)(2)(4)</sup>
Series A Convertible Preferred Shares	(7)	(7)	Ordinary Shares	5,118	(7)	I	See footnotes <sup>(1)(2)(5)</sup>
Series A Convertible Preferred Shares	(7)	(7)	Ordinary Shares	767	(7)	I	See footnotes <sup>(1)(2)(6)</sup>
Series A-1 Convertible Preferred Shares	(8)	(8)	Ordinary Shares	284,440	(8)	I	See footnotes <sup>(1)(2)(3)</sup>
Series A-1 Convertible Preferred Shares	(8)	(8)	Ordinary Shares	233,244	(8)	I	See footnotes <sup>(1)(2)(4)</sup>
Series A-1 Convertible Preferred Shares	(8)	(8)	Ordinary Shares	45,118	(8)	I	See footnotes <sup>(1)(2)(5)</sup>
Series A-1 Convertible Preferred Shares	(8)	(8)	Ordinary Shares	6,767	(8)	I	See footnotes <sup>(1)(2)(6)</sup>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Convertible Preferred Shares	(9)	(9)	Ordinary Shares	2,642,321	(9)	I	See footnotes <sup>(1)(2)(3)</sup>
Series D Convertible Preferred Shares	(9)	(9)	Ordinary Shares	2,166,735	(9)	I	See footnotes <sup>(1)(2)(4)</sup>
Series D Convertible Preferred Shares	(9)	(9)	Ordinary Shares	419,133	(9)	I	See footnotes <sup>(1)(2)(5)</sup>
Series D Convertible Preferred Shares	(9)	(9)	Ordinary Shares	62,870	(9)	I	See footnotes <sup>(1)(2)(6)</sup>

**Explanation of Responses:**

- 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.
- The Series A Convertible Preferred Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and have no expiration date.
- The Series A-1 Convertible Preferred Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and have no expiration date.
- The Series D Convertible Preferred Shares shall automatically convert into Ordinary Shares on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering and have no expiration date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Jeff Horing

09/15/2020

\*\* 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 5 (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.**

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of JFrog Ltd. (the "Company"), hereby constitutes and appoints Shlomi Ben Haim, Jacob Shulman and Eyal Ben David, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of August, 2020.

Signature: /s/ Jeff Horing

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Jeff Horing