

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Jamf Holding Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation  
or organization)

**7372**  
(Primary Standard Industrial  
Classification Code Number)

**82-3031543**  
(I.R.S. Employer Identification No.)

**100 Washington Ave S, Suite 1100**  
**Minneapolis, MN 55401**  
**Telephone: (612) 605-6625**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dean Hager**  
**Chief Executive Officer**  
**100 Washington Ave S, Suite 1100**  
**Minneapolis, MN 55401**  
**Telephone: (612) 605-6625**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Robert M. Hayward, P.C.**  
**Robert E. Goedert, P.C.**  
**Alexander M. Schwartz**  
Kirkland & Ellis LLP  
300 North LaSalle  
Chicago, IL 60654  
(312) 862-2000

**Michael Kaplan**  
**Marcel R. Fausten**  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000

**Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.**If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File Number 333-250123If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Common stock, par value \$0.001 per share	1,150,000	\$ 32.00	\$ 36,800,000	\$ 4,014.88
(1) Includes 150,000 shares subject to the underwriters' option to purchase additional shares. The shares being registered under this Registration Statement are in addition to the 11,500,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-250123).				
(2) Based on the public offering price per share.				
(3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, for the purpose of determining the registration fee based on the public offering price per share of \$32.00. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$387,435,000 on the Registration Statement on Form S-1 (File No. 333-250123), which was declared effective by the Securities and Exchange Commission on November 18, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,800,000 are hereby registered.				

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Jamf Holding Corp., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent and accountants' consent. This Registration Statement relates to the Registrant's Registration Statement on Form S-1 (File No. 333-250123), initially filed by the Registrant on November 16, 2020, declared effective by the Securities and Exchange Commission on November 18, 2020. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the selling shareholders by 1,150,000 shares, which includes 150,000 additional shares that the underwriters have the option to purchase. Pursuant to Rule 462(b), the contents of the Registration Statement on [Form S-1 \(File No. 333-250123\)](#), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

## EXHIBIT INDEX

Exhibit Number	Description
5.1*	<a href="#">Opinion of Kirkland &amp; Ellis LLP regarding the validity of the shares of common stock registered (filed as Exhibit 5.1 to the prior Registration Statement (File No. 333-250123), filed with the Securities and Exchange Commission on November 16, 2020)</a>
23.1	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>
23.2*	<a href="#">Consent of Kirkland &amp; Ellis LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the signature pages of the prior Registration Statement (File No. 333-250123), as filed with the Securities and Exchange Commission on November 16, 2020)</a>

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\* Previously filed.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Minneapolis, State of Minnesota, on November 18, 2020.

### JAMF HOLDING CORP.

By: /s/ DEAN HAGER

Name: Dean Hager

Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DEAN HAGER</u> Dean Hager	Chief Executive Officer and Director (Principal Executive Officer)	November 18, 2020
<u>/s/ JILL PUTMAN</u> Jill Putman	Chief Financial Officer (Principal Financial Officer)	November 18, 2020
<u>/s/ IAN GOODKIND</u> Ian Goodkind	Chief Accounting Officer (Principal Accounting Officer)	November 18, 2020
<u>*</u> Betsy Atkins	Director	November 18, 2020
<u>*</u> David Breach	Director	November 18, 2020
<u>*</u> Andre Durand	Director	November 18, 2020
<u>*</u> Michael Fosnaugh	Director	November 18, 2020
<u>*</u> Charles Guan	Director	November 18, 2020
<u>*</u> Kevin Klausmeyer	Director	November 18, 2020
<u>*</u> Brian Sheth	Director	November 18, 2020
<u>*</u> Martin Taylor	Director	November 18, 2020

\* The undersigned, by signing his name hereto, signs and executes this Registration Statement pursuant to the Powers of Attorney executed by the above named signatories and previously filed with the Securities and Exchange Commission on November 16, 2020.

/s/Jeff Lendino  
Jeff Lendino  
Attorney-in-fact

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 9, 2020 (except for the effect of the stock split discussed in the second paragraph of Note 16 to the consolidated financial statements, as to which the date is July 14, 2020), with respect to the consolidated financial statements of Jamf Holding Corp. included in the Registration Statement (Form S-1 No. 333-250123) and related Prospectus of Jamf Holding Corp. for the registration of its common stock.

/s/ Ernst & Young LLP

Minneapolis, Minnesota  
November 18, 2020

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