

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
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)

82-3031543

(I.R.S. Employer Identification No.)

**100 Washington Ave S, Suite 1100
Minneapolis, MN**

(Address of Principal Executive Offices)

55401
(Zip Code)

Jamf Holding Corp. Omnibus Incentive Plan
(Full title of the plan)

Jeff Lendino

Chief Legal Officer

**100 Washington Ave S, Suite 1100
Minneapolis, MN 55401**

(Name and address of agent for service)

(612) 605-6625

(Telephone number, including area code, of agent for service)

Copies to:

**Robert M. Hayward, P.C.
Robert E. Goedert, P.C.
Kirkland & Ellis LLP
333 West Wolf Point Plaza
Chicago, Illinois 60654
(312) 862-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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 .

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 18,000,000 shares of common stock, \$0.001 par value per share ("Common Stock"), of Jamf Holding Corp. (the "Company"), which have been authorized and reserved for issuance under the Jamf Holding Corp. Omnibus Incentive Plan (the "Plan") and include shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling, automatic share reserve increase and other terms and provisions of the Plan. In accordance with General Instruction E to Form S-8, the Company's registration statement on Form S-8 relating to the Plan and the Amended and Restated Jamf Holding Corp. 2017 Stock Option Plan, previously filed with the Securities and Exchange Commission (the "SEC") on [July 24, 2020 \(File No. 333-240087\)](#), is incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement.

Exhibit Number	Description
4.1	Second Amended and Restated Certificate of Incorporation of Jamf Holding Corp., dated July 24, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the SEC on July 27, 2020).
4.2	Amended and Restated Bylaws of Jamf Holding Corp., dated July 24, 2020 (incorporated by reference to the Company's Exhibit 3.2 to the Company's Form 8-K filed with the SEC on July 27, 2020).
4.3	Jamf Holding Corp. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 filed with the SEC on July 24, 2020).
5.1*	Opinion of Kirkland & Ellis LLP.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24*	Powers of Attorney (included on the signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and 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 May 13, 2024.

JAMF HOLDING CORP.

By: /s/ Ian Goodkind

Name: Ian Goodkind

Title: Chief Financial Officer

Each person whose signature appears below constitutes and appoints, jointly and severally, Ian Goodkind and Jeff Lendino, as his or her attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 13, 2024.

Signature	Title
<u>/s/ John Strosahl</u> John Strosahl	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Ian Goodkind</u> Ian Goodkind	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ David Breach</u> David Breach	Director
<u>/s/ Andre Durand</u> Andre Durand	Director
<u>/s/ Michael Fosnaugh</u> Michael Fosnaugh	Director
<u>/s/ Virginia Gambale</u> Virginia Gambale	Director
<u>/s/ Charles Guan</u> Charles Guan	Director
<u>/s/ Dean Hager</u> Dean Hager	Director
<u>/s/ Kevin Klausmeyer</u> Kevin Klausmeyer	Director
<u>/s/ Vina Leite</u> Vina Leite	Director
<u>/s/ Christina Lema</u> Christina Lema	Director
<u>/s/ Martin Taylor</u> Martin Taylor	Director

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

333 West Wolf Point Plaza
Chicago, IL 60654
United States

+1 312 862 2000

www.kirkland.com

May 13, 2024

Facsimile:
+1 312 862 2200

Jamf Holding Corp.
100 Washington Ave S, Suite 1100
Minneapolis, MN 55401

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as special counsel to Jamf Holding Corp., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) on the date hereof under the Securities Act of 1933, as amended (the “Act”), covering the proposed registration by the Company of up to 18,000,000 shares of its common stock, par value \$0.001 per share (the “Shares”) pursuant to the Jamf Holding Corp. Omnibus Incentive Plan (the “Plan”), including Shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

In connection therewith, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the corporate and organizational documents of the Company, including its Second Amended and Restated Certificate of Incorporation, (ii) minutes and records of the proceedings of the Company with respect to the issuance and sale of the Shares, (iii) the Plan and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others.

Austin Bay Area Beijing Boston Brussels Dallas Hong Kong Houston London Los Angeles Miami Munich New York Paris Riyadh Salt Lake City Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

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Based upon and subject to the foregoing qualifications, assumptions and limitations and further limitations set forth below, we are of the opinion that the Shares are duly authorized and (i) when the Registration Statement related to the Shares becomes effective under the Act, (ii) when the Shares have been duly issued in accordance with the terms of the Plan, (iii) when the Shares are duly countersigned by the Company's registrar, and (iv) upon receipt by the Company of the consideration to be paid therefor, the Shares will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares which the Company is authorized to issue in its Second Amended and Restated Certificate of Incorporation exceeds the number of shares outstanding and the number of shares which the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes other than issuances in connection with the Plan by at least the number of Shares which may be issued in connection with the Plan and we have assumed that such condition will remain true at all future times relevant to this opinion. We have assumed that the Company will cause certificates, if any, representing the Shares issued in the future to be properly executed and delivered and will take all other actions appropriate for the issuances of such Shares. Our opinion assumes that the Registration Statement related to the Shares will become effective under the Act before any Shares covered by such Registration Statement are sold.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion after the date of effectiveness should the present laws of the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof. This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

KIRKLAND & ELLIS LLP

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Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Omnibus Incentive Plan of Jamf Holding Corp. and the Amended and Restated Jamf Holding Corp. 2017 Stock Option Plan of our reports dated February 27, 2024, with respect to the consolidated financial statements of Jamf Holding Corp. and the effectiveness of internal control over financial reporting of Jamf Holding Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis, Minnesota
May 13, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

JAMF HOLDING CORP.
(Exact Name of Registrant as Specified in its Charter)
Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and (h)	18,000,000 ⁽²⁾	\$19.74	\$355,320,000	0.00014760	\$52,445.24
Total Offering Amounts					\$355,320,000		\$52,445.24
Total Fee Offsets							N/A
Net Fee Due							\$52,445.24

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, \$0.001 par value per share ("Common Stock"), which may become issuable under the Jamf Holding Corp. Omnibus Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction affecting the Common Stock.
- (2) Represents additional shares of Common Stock reserved and available for delivery with respect to awards issued under the Plan, which include shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling, automatic share reserve increase and other terms and conditions of the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price of \$19.74 per share represents the average of the high and low price of a share of the Common Stock on May 10, 2024, as reported on The Nasdaq Global Select Market.