

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>VEP Group, LLC</u> <hr/> (Last) (First) (Middle) C/O VISTA EQUITY PARTNERS 4 EMBARCADERO CENTER, 20TH FL. <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jamf Holding Corp. [ JAMF ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person <hr/> Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, \$0.001 par value	05/16/2024		s <sup>(1)</sup>		8,956,522 <sup>(1)</sup>	D	\$18.25	45,358,762 <sup>(2)(3)</sup>	I	See Footnotes <sup>(2)(3)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
VEP Group, LLC  


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 (Last) (First) (Middle)  
 C/O VISTA EQUITY PARTNERS  
 4 EMBARCADERO CENTER, 20TH FL.  


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 (Street)  
 SAN FRANCISCO CA 94111  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Vista Equity Partners Fund VI, L.P.  


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 C/O VISTA EQUITY PARTNERS  
 4 EMBARCADERO CENTER, 20TH FL.  


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 (Street)  
 SAN FRANCISCO CA 94111  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Vista Equity Partners Fund VI-A, L.P.  


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 4 EMBARCADERO CENTER, 20TH FL.  


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SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VEPF VI EAF, L.P.](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VEPF VI GP, Ltd.](#)

(Last) (First) (Middle)

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SAN FRANCISCO CA 94111

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[Vista Equity Partners Fund VI GP, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Vista Co-Invest Fund 2017-1, L.P.](#)

(Last) (First) (Middle)

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4 EMBARCADERO CENTER, 20TH FL.

(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VISTA CO INVEST FUND 2017 1 GP, L.P.](#)

(Last) (First) (Middle)

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(Street)

SAN FRANCISCO CA 94111

FRANCISCO

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VISTA CO INVEST FUND 2017 1 GP, LTD.

(Last) (First) (Middle)

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(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VEPF VI Co-Invest 1, L.P.

(Last) (First) (Middle)

C/O VISTA EQUITY PARTNERS  
4 EMBARCADERO CENTER, 20TH FL.

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

1. On May 16, 2024, the Reporting Persons sold an aggregate 8,956,522 shares of common stock, par value \$0.001 ("Common Stock"), of Jamf Holding Corp. (the "Issuer") in an underwritten public offering pursuant to the Issuer's Registration Statement on Form S-3 (File No. 333-265821). The aggregate 8,956,522 shares of Common Stock sold by the Reporting Persons include (a) 4,800,780 shares of Common Stock sold by Vista Equity Partners Fund VI, L.P. ("VEPF VI") (b) 2,900,165 shares of Common Stock sold by Vista Equity Partners Fund VI-A, L.P. ("VEPF VI-A"), (c) 58,419 shares of Common Stock sold by VEPF VI FAF, L.P. ("VEPF FAF"), (d) 886,784 shares of Common Stock sold by Vista Co-Invest Fund 2017-1, L.P. ("Vista Co-Invest") and (e) 310,374 shares of Common Stock sold by VEPF VI Co-Invest 1, L.P. ("VEPF Co-Invest") (collectively, the "Vista Funds").

2. Represents (a) 24,312,715 shares held directly by VEPF VI, (b) 14,687,388 shares held directly by VEPF VI-A, (c) 295,855 shares held directly by VEPF FAF, (d) 4,490,966 shares held directly by Vista Co-Invest and (e) 1,571,838 shares held directly by VEPF Co-Invest. Vista Equity Partners Fund VI GP, L.P. ("Fund VI GP") is the sole general partner of each of VEPF VI, VEPF VI-A and VEPF FAF. Fund VI GP's sole general partner is VEPF VI GP, Ltd. ("Fund VI UGP"). Vista Co-Invest Fund 2017-1 GP, L.P. ("Vista Co-Invest GP") is the sole general partner of Vista Co-Invest. Vista Co-Invest GP's sole general partner is Vista Co-Invest Fund 2017-1 GP, Ltd. ("Vista Co-Invest UGP"). VEPF VI Co-Invest 1 GP, L.P. ("VEPF Co-Invest GP") is the sole general partner of VEPF Co-Invest.

3. VEPF Co-Invest GP's sole general partner is VEPF VI Co-Invest 1 GP, Ltd. ("VEPF Co-Invest UGP"). Robert F. Smith is the Sole Director and one of the 11 members of each of Fund VI UGP, Vista Co-Invest UGP and VEPF Co-Invest UGP. VEPF Management, L.P. (the "Management Company"), is the sole management company of each of the Vista Funds. The Management Company's sole general partner is VEP Group, LLC ("VEP Group"). Robert F. Smith is the sole Managing Member of VEP Group. Consequently, Mr. Smith, Fund VI GP, Fund VI UGP, the Management Company and VEP Group may be deemed the beneficial owners of the shares held by the Vista Funds. Each of the Vista Funds, Fund VI GP, Fund VI UGP, Vista Co-Invest UGP, VEPF Co-Invest UGP, the Management Company, VEP Group and Mr. Smith expressly disclaim beneficial ownership of any shares not held directly, except to the extent of its or his pecuniary interest.

**Remarks:**

This report is filed as form 1 of 2 to report related transactions for the following filers: Vista Equity Partners Fund VI, L.P., Vista Equity Partners Fund VI-A, L.P., VEPF VI FAF, L.P., Vista Equity Partners VI GP, L.P., VEPF VI GP, Ltd., Vista Co-Invest Fund 2017-1, L.P., Vista Co-Invest Fund 2017-1 GP, L.P., Vista Co-Invest Fund 2017-1 GP, Ltd., VEPF VI Co-Invest 1, L.P., VEPF VI Co-Invest 1 GP, L.P., VEPF VI Co-Invest 1 GP, Ltd., VEPF Management, L.P., VEP Group, LLC and Robert F. Smith.

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Equity 05/20/2024  
Partners Fund VI, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Equity 05/20/2024  
Partners Fund VI-A, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for VEPF VI FAF, L.P. 05/20/2024

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Co-Invest 05/20/2024  
Fund 2017-1, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for VEPF VI GP, Ltd. 05/20/2024

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Equity 05/20/2024  
Partners Fund VI GP, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Co-Invest 05/20/2024  
Fund 2017-1 GP, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for Vista Co-Invest 05/20/2024  
Fund 2017-1 GP, Ltd.

/s/ Jeff Lendino, as attorney-  
in-fact for VEPF VI Co-Invest 05/20/2024  
1, L.P.

/s/ Jeff Lendino, as attorney-  
in-fact for VEP Group, LLC 05/20/2024

\*\* 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 4 (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.**