

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>VEPF VI CO INVEST 1 GP, L.P.</u>  (Last) (First) (Middle) C/O VISTA EQUITY PARTNERS 4 EMBARCADERO CENTER, 20TH FL.  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2020	3. Issuer Name and Ticker or Trading Symbol <u>Jamf Holding Corp. [ JAMF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common stock, \$0.001 par value	92,059,664	I	See Footnote <sup>(1)(2)</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			

1. Name and Address of Reporting Person\*  
VEPF VI CO INVEST 1 GP, L.P.  
 (Last) (First) (Middle)  
 C/O VISTA EQUITY PARTNERS  
 4 EMBARCADERO CENTER, 20TH FL.  
 (Street)  
 SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VEPF VI CO INVEST 1 GP, LTD.  
 (Last) (First) (Middle)  
 C/O VISTA EQUITY PARTNERS  
 4 EMBARCADERO CENTER, 20TH FL.  
 (Street)  
 SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

FRANCISCO

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VEPF MANAGEMENT, L.P.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Smith Robert M

(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. Includes (a) 49,344,831 shares held directly by Vista Equity Partners Fund VI, L.P. ("VEPF VI"), (b) 29,809,366 shares held directly by Vista Equity Partners Fund VI A, L.P., ("VEPF VI-A"), (c) 600,463 shares held directly by VEPF VI FAF, L.P. ("VEPF FAF") (d) 9,114,818 shares held directly by Vista Co-Invest Fund 2017-1, L.P. ("Vista Co-Invest") and (e) 3,190,186 shares held directly by VEPF VI Co-Invest 1, L.P. ("VEPF Co-Invest") (collectively, the "Vista Funds"). 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.

2. 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 of Fund VI UGP, Vista Co-Invest UGP and VEPF Co-Invest UGP as well as one of its 11 Members. 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:**

Exhibit 24 - Power of Attorney. This report is filed as form 2 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., VEPF VI GP, Ltd., Vista Equity Partners VI GP, L.P., 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/ Robert F. Smith, a  
Director of the General  
Partner of VEPF VI Co-  
Invest 1 GP, L.P. 07/21/2020

/s/ Robert F. Smith, a  
Director of the General  
Partner of VEPF VI Co-  
Invest 1 GP, Ltd. 07/21/2020

/s/ Robert F. Smith, the  
Managing Member of the  
General Partner of VEPF  
Management, L.P. 07/21/2020

/s/ Robert F. Smith 07/21/2020

\*\* 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.

July 21, 2020

**POWER OF ATTORNEY**

## FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Christina Lema, Jeff Lendino and Jill Putman, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding shares of common stock of Jamf Holding Corp., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including NADAQ, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. 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.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date on which the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company; (ii) as to the appointment of each of Jeff Lendino and Jill Putman, upon his or her respective resignation or

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termination as an employee of the Company, and as to the appointment of Christina Lema, upon her respective resignation or termination as an employee of Vista Equity Partners Management, LLC; and (iii) the revocation of this Power of Attorney by the undersigned in a signed writing delivered to each of such attorneys-in-fact. This Power of Attorney may be filed with the Commission as a conforming statement of the authority granted herein.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Signed and acknowledged:

VISTA EQUITY PARTNERS FUND VI, L.P.

By: Vista Equity Partners Fund VI GP, L.P.  
Its: General Partner

By: VEPF VI GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

VISTA EQUITY PARTNERS FUND VI-A, L.P.

By: Vista Equity Partners Fund VI GP, L.P.  
Its: General Partner

By: VEPF VI GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

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VEPF VI FAF, L.P.

By: Vista Equity Partners Fund VI GP, L.P.  
Its: General Partner

By: VEPF VI GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

VISTA CO-INVEST FUND 2017-1, L.P.

By: Vista Co-Invest Fund 2017-1 GP, L.P.  
Its: General Partner

By: Vista Co-Invest Fund 2017-1 GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

VEPF VI CO-INVEST 1, L.P.

By: VEPF VI Co-Invest 1 GP, L.P.  
Its: General Partner

By: VEPF VI Co-Invest 1 GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

VISTA EQUITY PARTNERS FUND VI GP, L.P.

By: VEPF VI GP, Ltd.  
Its: General Partner

By: /s/ Robert F. Smith  
Name: Robert F. Smith  
Title: Director

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VEPF VI GP, LTD.

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Director

VISTA CO-INVEST FUND 2017-1 GP, L.P.

By: Vista Co-Invest Fund 2017-1 GP, Ltd.

Its: General Partner

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Director

VISTA CO-INVEST FUND 2017-1 GP, LTD.

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Director

VEPF VI CO-INVEST 1 GP, L.P.

By: VEPF VI Co-Invest 1 GP, Ltd.

Its: General Partner

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Director

VEPF VI CO-INVEST 1 GP, LTD.

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Director

VEPF MANAGEMENT, L.P.

By: VEP Group, LLC

Its: General Partner

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Managing Member

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VEP GROUP LLC

By: /s/ Robert F. Smith

Name: Robert F. Smith

Title: Managing Member

/s/ Robert F. Smith

Robert F. Smith

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