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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 20, 2026**

JFrog Ltd.

(Exact name of Registrant as Specified in Its Charter)

Israel
(State or Other Jurisdiction
of Incorporation)

001-39492
(Commission File Number)

98-0680649
(IRS Employer
Identification No.)

270 E. Caribbean Drive
Sunnyvale, California
(Address of Principal Executive Offices)

94089
(Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 329-1540

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, NIS 0.01 par value	FROG	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 20, 2026, JFrog Ltd. (“JFrog” or the “Company”) held an annual general meeting of shareholders (the “Annual General Meeting”) at the Company’s offices at 270 E. Caribbean Drive, Sunnyvale, California 94089. As of the close of business on March 26, 2026, the record date for the Annual General Meeting (the “Record Date”), there were 121,157,301 ordinary shares of JFrog issued and outstanding and entitled to vote at the Annual General Meeting. As of the Record Date, there were no preferred shares of JFrog issued and outstanding. 110,646,098 ordinary shares, constituting at least 33⅓% of the voting rights in the issued JFrog share capital, were present or represented at the Annual General Meeting with respect to the proposals below, constituting a quorum for purposes of each proposal.

(b) The certified results of the matters voted on at the Annual General Meeting, which are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 7, 2026 (the “Proxy Statement”), are set forth below.

Proposal No. 1 – Re-election of each of Yoav Landman, Yossi Sela, Elisa Steele, and Luis Felipe Visoso as Class III directors for a term of three (3) years, expiring at the end of the 2029 annual general meeting of shareholders or until their respective successors are duly elected and qualified or until such director’s earlier death, resignation or removal:

Nominee	For	Against	Abstain	Broker Non-Votes
Yoav Landman	97,757,081	1,360,279	87,245	11,567,963
Yossi Sela	94,970,471	4,063,170	170,964	11,567,963
Elisa Steele	69,965,180	29,032,316	207,109	11,567,963
Luis Felipe Visoso	98,174,209	853,280	177,116	11,567,963

Each of the above nominees was re-elected following the affirmative vote of a majority of the votes cast by shareholders entitled to vote.

Proposal No. 2 – As required by the Israeli Companies Law, approval of the compensation of our non-employee directors:

Proposal 2	For	Against	Abstain	Broker Non-Votes
As required by the Israeli Companies Law, approval of the compensation of our non-employee directors	98,675,375	201,091	328,139	11,567,963

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed. As required by Israeli law, Proposal 2 was also approved by shareholders holding a majority of the ordinary shares voted on such proposal (excluding abstentions) who were non-controlling shareholders and did not have a personal interest in such proposal.

Proposal No. 3 – Approval and ratification of the re-appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the independent auditors of the Company for the period ending at the close of the next annual general meeting:

Proposal 3	For	Against	Abstain	Broker Non-Votes
Approval and ratification of the re-appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the independent auditors of the Company for the period ending at the close of the next annual general meeting	109,400,207	1,168,351	204,010	0

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 4 – Approval on a non-binding, advisory basis of the compensation paid to our named executive officers, as disclosed in the Proxy Statement:

Proposal 4	For	Against	Abstain	Broker Non-Votes
Approval on a non-binding, advisory basis of the compensation paid to our named executive officers, as disclosed in the Proxy Statement	81,048,685	17,811,030	344,890	11,567,963

Proposal No. 5 – Approval of changes to the compensation of Shlomi Ben Haim, JFrog’s Chief Executive Officer, as described in the Proxy Statement:

Proposal 5	For	Against	Abstain	Broker Non-Votes
Approval of changes to the compensation of Shlomi Ben Haim, JFrog’s Chief Executive Officer	83,248,421	15,685,124	271,060	11,567,963

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 6 – Approval of changes to the compensation of Yoav Landman, JFrog’s Chief Technology Officer, as described in the Proxy Statement:

Proposal 6	For	Against	Abstain	Broker Non-Votes
Approval of changes to the compensation of Yoav Landman, JFrog’s Chief Technology Officer	89,966,780	8,969,467	268,358	11,567,963

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JFrog Ltd.

Date: May 22, 2026

By: /s/ Eduard Grabscheid
Eduard Grabscheid
Chief Financial Officer
