

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>DIXON DONALD R</b>		2. Issuer Name and Ticker or Trading Symbol <b>IronNet, Inc. [IRNT]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <b>C/O IRONNET, INC., 7900 TYSONS ONE PLACE, SUITE 400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>07/14/2022</b>			
(Street) <b>MCLEAN, VA 22102</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 <sup>(1)</sup>	07/14/2022		A		76,174 <sup>(2)</sup>	A	\$ 0	347,846	D	
Common Stock								52,869	I	By ForgePoint Cyber Affiliates Fund I, L.P. <sup>(3)</sup>
Common Stock								2,278,138	I	By ForgePoint Cyber Co-Investors I, L.P. <sup>(3)</sup>
Common Stock								758,760	I	By ForgePoint Cyber Co-Investors I-B, L.P. <sup>(3)</sup>
Common Stock								1,993,158	I	By ForgePoint Cyber Co-Investors I-C, L.P. <sup>(3)</sup>
Common Stock								270,293	I	By ForgePoint Cyber Co-Investors I-E, L.P. <sup>(3)</sup>
Common Stock								4,746,839	I	By ForgePoint Cybersecurity Fund I, L.P. <sup>(3)</sup>
Common Stock								100,000	I	By The Dixon Revocable Trust <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIXON DONALD R C/O IRONNET, INC., 7900 TYSONS ONE PLACE SUITE 400 MCLEAN, VA 22102	X	X		

## Signatures

/s/ Brian F. Leaf, attorney-in-fact		07/14/2022
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

(1) The security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.

(2) This grant was made pursuant to the issuer's non-employee director compensation policy. As a continuing director following the issuer's annual meeting of stockholders held on July 14, 2022, the reporting person was awarded a number of restricted stock units equal to \$180,000 divided by \$2.363, the average closing price of the issuer's common stock for the 10 trading days preceding the date of the annual meeting. The shares underlying this restricted stock award will vest in full on the earlier of July 14, 2023 or the date of the next annual meeting of stockholders, in either case subject to the reporting person's continuous service with the issuer through such vesting date.

(3) The Reporting Person and Alberto Yopez are the managing members of ForgePoint Cybersecurity GP-1, LLC, which is the general partner of this entity, and exercise shared voting, investment and dispositive rights with respect to the shares of stock held by the entity. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) The Reporting Person and his spouse are co-trustees of this trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.