

Zayo Group Holdings, Inc.
Form SC 13G/A
September 27, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ZAYO GROUP HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98919V105

(CUSIP Number)

June 16, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

CUSIP No. 98919V105

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1 NAMES OF REPORTING PERSONS

Charlesbank Equity Fund VI, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,906,166
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

4,906,166
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,906,166

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

CB Offshore Equity Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 567,395
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

567,395
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

567,395

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

2 Charlesbank Equity Coinvestment Fund VI, Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 220,837
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

220,837
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

220,837

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

Charlesbank Coinvestment Partners, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 15,233
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

15,233
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,233

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

Charlesbank Equity Fund VI GP, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,694,398
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

5,694,398
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,694,398

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.3%
TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS

Charlesbank Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,709,631
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

5,709,631
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,709,631

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.4%
TYPE OF REPORTING PERSON

OO

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ITEM 1. (a) Name of Issuer:

Zayo Group Holdings, Inc. (the Issuer).

(b) Address of Issuer s Principal Executive Offices:

1805 29th Street, Suite 2050

Boulder, CO 80301

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Charlesbank Equity Fund VI, Limited Partnership

CB Offshore Equity Fund VI, L.P.

Charlesbank Equity Coinvestment Fund VI, Limited Partnership

Charlesbank Coinvestment Partners, Limited Partnership

Charlesbank Equity Fund VI GP, Limited Partnership

Charlesbank Capital Partners, LLC

(b) Address of Principal Business Office:

The business address of each of the Reporting Persons is c/o Charlesbank Capital Partners, LLC, 200 Clarendon Street, 54th Floor, Boston, MA 02116.

(c) Citizenship:

Charlesbank Equity Fund VI, Limited Partnership

CB Offshore Equity Fund VI, L.P.

Charlesbank Equity Coinvestment Fund VI, Limited Partnership

Charlesbank Coinvestment Partners, Limited Partnership

Massachusetts

Cayman Islands

Massachusetts

Massachusetts

Charlesbank Equity Fund VI GP, Limited Partnership
Charlesbank Capital Partners, LLC

Massachusetts
Massachusetts

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share (Common Stock).

(e) CUSIP Number:

98919V105

ITEM 3.

Not applicable.

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ITEM 4. Ownership.**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of the date hereof, based upon 242,649,498 shares of the Issuer's Common Stock outstanding as of August 19, 2016.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct	Shared power to dispose or power to vote or to direct	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
			the direct vote	the disposition of	the disposition of	
Charlesbank Equity Fund VI, Limited Partnership	4,906,166	2.0%	0	4,906,166	0	4,906,166
CB Offshore Equity Fund VI, L.P.	567,395	0.2%	0	567,395	0	567,395
Charlesbank Equity Coinvestment Fund VI, Limited Partnership	220,837	0.1%	0	220,837	0	220,837
Charlesbank Coinvestment Partners, Limited Partnership	15,233	0.0%	0	15,233	0	15,233
Charlesbank Equity Fund VI GP, Limited Partnership	5,694,398	2.3%	0	5,694,398	0	5,694,398
Charlesbank Capital Partners, LLC	5,709,631	2.4%	0	5,709,631	0	5,709,631

Consists of (i) 4,906,166 shares held of record by Charlesbank Equity Fund VI, Limited Partnership (Fund VI); (ii) 567,395 shares held of record by CB Offshore Equity Fund VI, L.P. (Offshore VI); (iii) 220,837 shares held of record by Charlesbank Equity Coinvestment Fund VI, Limited Partnership (Coinvest VI and, together with Fund VI and Offshore VI, the Charlesbank Funds); and (iv) 15,233 shares held of record by Charlesbank Coinvestment Partners, Limited Partnership (Coinvest). Charlesbank Equity Fund VI GP, Limited Partnership (Equity VI GP) is the general partner of each of the Charlesbank Funds. Charlesbank Capital Partners, LLC (Charlesbank) is the general partner of Coinvest and Equity VI GP. Pursuant to an investment and advisory agreement with each of the Charlesbank Funds, an investment committee (the Investment Committee) consisting of ten members, each a Managing Director of Charlesbank, has investment and voting authority over the securities held by the Charlesbank Funds. Each of the foregoing entities and the individual members of the Investment Committee disclaims beneficial ownership of the shares held of record by the Charlesbank Funds and Coinvest.

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ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certifications.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 27, 2016

**CHARLESBANK EQUITY FUND VI,
LIMITED PARTNERSHIP**

By: Charlesbank Equity Fund VI GP, Limited Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its general partner

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title: General Counsel & Chief
Administrative Officer

CB OFFSHORE EQUITY FUND VI, L.P.

By: Charlesbank Equity Fund VI GP, Limited Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its general partner

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title: General Counsel & Chief
Administrative Officer

**CHARLESBANK EQUITY
COINVESTMENT FUND VI, LIMITED
PARTNERSHIP**

By: Charlesbank Equity Fund VI GP, Limited Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its general partner

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title:

General Counsel & Chief
Administrative Officer

**CHARLESBANK COINVESTMENT
PARTNERS, LIMITED PARTNERSHIP**

By: Charlesbank Capital Partners, LLC, its
general partner

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title: General Counsel & Chief
Administrative Officer

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**CHARLESBANK EQUITY FUND VI GP,
LIMITED PARTNERSHIP**

By: Charlesbank Capital Partners, LLC, its
general partner

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title: General Counsel & Chief
Administrative Officer

**CHARLESBANK CAPITAL PARTNERS,
LLC**

By: /s/ Stephanie Paré Sullivan
Name: Stephanie Paré Sullivan
Title: General Counsel & Chief
Administrative Officer

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LIST OF EXHIBITS

Exhibit No.	Description
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 12, 2015)