Edgar Filing: Zayo Group Holdings, Inc. - Form 4

Zayo Group Hole Form 4	dings, Inc.											
April 13, 2015												
FORM 4	L									B AF	PPROVA	۱L
	UNITED	STATES		RITIES . ashingtor				COMMISSIO	N OMB Numbe	r:	3235-	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectior of the Investment Company Act of 1940					Estimat burden respons	ed a houi	verage	ry 31, 2005 0.5			
(Print or Type Respo	onses)											
1. Name and Addre Morley Christop		Person <u>*</u>	Symbol	er Name an Group Ho			c	5. Relationship o Issuer				
(Last)	(First) (Middle)	•	of Earliest	c			(Che	eck all applie	able	.)	
1805 29TH STR	· · · ·	,		Day/Year)				Director X Officer (gi below)	ve title below See Remark	Othe)	Owner er (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 						
BOULDER, CC	80301							Form filed by Person	More than Or	ie Re	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	tive Se	ecurities A	cquired, Disposed	of, or Benef	icial	ly Owne	d
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqu Dispo (Instr	05sed of : 3, 4 a (4 0	(D) or		6. Ownersh Form: Direc (D) or Indir (I) (Instr. 4)	ect	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al iip
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	eficially	owned	d directly	or indirectly.				
	1				Pe int re dis	ersons forma quirec	s who res tion cont d to resp s a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SI	EC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or (D (Ir	cquired Dispose D) nstr. 3, 4 nd 5)	ed of					(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Units	<u>(1)</u>	04/09/2015		Α	50	6,943		(2)	(2)	Common Stock	56,943	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Morley Christopher 1805 29TH STREET, SUITE 2050 BOULDER, CO 80301			See Remarks					
Signatures								
LIC. HE D								

/s/ Scott E. Beer, as	
attorney-in-fact	04/13/2015
**Signature of Reporting Person	Date

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) Each restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest in full on March 31, 2016.

Remarks:

President, Zayo Cloud and Connectivity

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.

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