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

| Zayo Group I | Holdings, Inc. | | | | | | | | | |
|---|-------------------------------------|------------------------------|--|--------------------------------|---|--------------------|---------------------------------------|------------------------|---------------------------------|--|
| Form 4 | | | | | | | | | | |
| January 05, 2 | 016 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | PPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | |
| Check this | | | 0 | | | | | Expires: | January 31 | |
| if no long subject to | er STATEM | ENT OF CHAN | GES IN F | BENEFICIAL OWNERSHIP OF | | | | Estimated average | | |
| 0 | Section 16. | | | | SECURITIES | | | | burden hours per response 0. | |
| Form 5 | | | | | | | 1esponse 0. | | | |
| obligation | ⁸ Section $17(a$ | a) of the Public Ut | • • | | | • | · · · | n | | |
| may conti <i>See</i> Instru | nue. | 30(h) of the Inv | • | • | · · | | | | | |
| 1(b). | • | | | | | | | | | |
| | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | |
| 1. Name and A | ddress of Reporting F | Person [*] 2 Issuer | Name and | Ticker or ' | Fradin | a | 5. Relationship of | f Reporting Per | son(s) to | |
| Rottenberg L | r Name and Ticker or Trading | | | | Issuer | | | | | |
| C | | Symbol Zavo Gr | Group Holdings, Inc. [ZAYO] | | | | | | | |
| (Last) | (First) (M | | _ | | | - 1 | (Chec | ck all applicable | e) | |
| (Last) (First) (Middle) 3. Date of (Month/Da | | | Earliest Transaction | | | XDirector10% Owner | | | | |
| 1805 29TH S | STREET SUITE | | - | | | | Officer (give | title Oth | er (specify | |
| | (Street) | | | | | | below) | below) | | |
| | Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | | Filed(Mon | th/Day/Year) | | | | Applicable Line) _X_ Form filed by | One Reporting Po | erson | |
| BOULDER, | CO 80301 | | | | | | Form filed by M | More than One R | | |
| | | | | | | | Person | | | |
| (City) | (State) (| (Zip) Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of | 2. Transaction Date | | 3. 4. Securities | | | 5. Amount of | 6. Ownership 7 | | | |
| Security | (Month/Day/Year) | | · · · · · | | | | | Form: Direct | Indirect | |
| (Instr. 3) | | any (Month/Day/Year) | CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) | | | · | • | (D) or Indirect (I) | Beneficial Ownership | |
| | | | (| (| | - / | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | | Reported Transaction(s) | | | |
| | | | | | or | | (Instr. 3 and 4) | | | |
| Common | | | Code V | Amount | (D) | Price | (, , | | | |
| Common Stock | 12/31/2015 | | Μ | 3,043 | А | <u>(1)</u> | 25,272 | D | | |
| | | | | | | | | | | |
| Common Stock | 12/31/2015 | | М | 1,264 | А | <u>(1)</u> | 26,536 | D | | |

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

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 control number.

 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. Transactic Code (Instr. 8) | 5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration E | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|---------------------|--|-----------------|---|----|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 12/31/2015 | | М | 3,043 | (2) | (2) | Common Stock | 3,043 | \$ |
| Restricted Stock Units | (1) | 12/31/2015 | | М | 1,264 | (3) | (3) | Common Stock | 1,264 | \$ |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------------------|------------|---------|-------|--|--|
| | Director 10% Owner Office | | Officer | Other | | |
| Rottenberg Linda 1805 29TH STREET SUITE 2050 BOULDER, CO 80301 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Ken desGarennes as attorney-in-fact | | 01/05/2016 | | | | |
| <u>**</u> 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 Part C restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.

(2) On October 6, 2015, the reporting person was granted 3,043 Part C restricted stock units, which vested in full on December 31, 2015.

(3) On November 12, 2014, the reporting person was granted 1,264 Part C restricted stock units, which vested in full on December 31, 2015.

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.