Zayo Group Holdings, Inc. Form 4

May 27, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Caruso Daniel			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
1805 29TH STREET SUITE 2050			05/25/2016	X Officer (give title Other (specify below) CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
BOULDER, C	O 80301			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secu	rities Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities C Beneficially F Owned D Following C Reported (Transaction(s) (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Common Stock	05/25/2016		S(1)	15,857	D	27.91 (2)	7,936,392	D	
Common Stock	05/26/2016		S <u>(1)</u>	8,143	D	\$ 27.9 (3)	7,939,106	D	
Common Stock							1,335,270	I	By Bear Equity, LLC
Common Stock							1,127,658	I	By Bear Investments, LLLP
								_	

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Common	By VP
Stock	Holdings,
	LLC <u>(4)</u>

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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 of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	05/27/2016		A	24,033	<u>(6)</u>	(6)	Common Stock	24,033	

Reporting Owners

Reporting Owner Name / Address	Relationships						
·L····	Director	10% Owner	Officer	Other			
Caruso Daniel							
1805 29TH STREET SUITE 2050	X		CEO				
BOULDER, CO 80301							

Signatures

/s/ Ken desGarennes, as 05/27/2016 attorney-in-fact

**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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 18, (1) 2016.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.90 to \$27.95. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange

Reporting Owners 2

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Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in in this footnote.

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.90 to \$27.96.

 The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in in this footnote.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (4) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (5) Each Part A restricted stock unit converts into one share of Zayo Group Holdings, Inc. common stock.
- (6) The restricted stock units vest in full on June 30, 2017.

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.