

Zayo Group Holdings, Inc.  
Form 4  
January 04, 2017

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Connor Richard W.

(Last) (First) (Middle)  
1805 29TH STREET SUITE 2050  
(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/27/2016		G	3,000 D \$ 0	144,790	D	
Common Stock	12/28/2016		G	850 D \$ 0	143,940	D	
Common Stock	12/31/2016		M	2,821 A 144,761		D	
Common Stock	01/03/2017		S <sup>(2)</sup>	1,269 D 33.03	145,492	D	
					<sup>(3)</sup>		

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

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(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. 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. Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2016		M	2,821	(4) (4)	Common Stock	2,821
Restricted Stock units	(5)	01/04/2017		A	2,530	(6) (6)	Common Stock	2,530

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connor Richard W. 1805 29TH STREET SUITE 2050 BOULDER, CO 80301		X		

## Signatures

/s/ Laura Littman, as attorney-in-fact  
01/04/2017

\*\*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) The sales reported in this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2016 designed, in part, to cover taxes for the vesting of shares.
- (3) The shares were sold in one transaction at the price reported.
- (4) On October 5, 2016, the reporting person was granted Part C restricted stock units, which vested in full on December 31, 2016.

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- (5) Each Part C restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (6) The restricted stock units vest in full on March 31, 2017.

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

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