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

Zayo Grou Form 4 January 06	p Holdings, Inc. , 2017										
FOR	M 4								-	B APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549						COMMISSIO	N OMB Number				
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Sec									Expires	January 31, 2005	
				<b>SECU</b> 16(a) of	<b>RITIES</b>	ities	Exchang	ge Act of 1934,	Estimate burden respons	ed average hours per	
obligations may continue. See Instruction 1(b).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	e Responses)										
Caruso Daniel Symbol								5. Relationship of Reporting Person(s) to Issuer			
			Zayo Group Holdings, Inc. [ZAYO]					(Ch	eck all applic	ll applicable)	
(Month			(Month/	te of Earliest Transaction th/Day/Year) 6/2017				X Director X Officer (gi below)	ve title below) CEO	10% Owner Other (specify	
			nendment, Date Original (onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)	(State)	(Zip)	70		Detect	G	•••	Person	- C		
								quired, Disposed			
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, if		3. Transacti Code (Instr. 8)	4. Securi ion(A) or Di (Instr. 3,	(A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price \$	(Insu: 5 und 1)			
Common Stock	01/06/2017			S <u>(1)</u>	78,927	D	30.91 (2)	4,492,255	D		
Common Stock								1,327,066	Ι	By Bear Equity, LLC	
Common Stock								1,130,957	Ι	By Bear Investments, LLLP	
Common Stock								4,500,000	Ι	By DPC Papa Bear Enterprises,	

			LLC $(3)$
Common Stock	1,137	I	By VP Holdings, LLC (4)

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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Caruso Daniel 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х		CEO				
Signatures							
/s/ Laura Littman, as attorney-in-fact	01/	/06/2017					
**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) The sale reported was mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a Rule 10b5-1 "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.

- (2) The shares were sold in one transaction at the price reported.
- (3) The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his pecuniary interest therein.

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.

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.