Zayo Group Holdings, Inc. Form 4

April 04, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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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

1(b).

(Print or Type Responses)

See Instruction

Name and Address of Reporting Person * Caruso Daniel (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Eust)	(Last) (First) (Middle)			e) 3. Date of Earliest Transaction (Month/Day/Year)					10% Owner	
1805 29TH STREET SUITE 2050 (Street)			03/31/2017				_X_ Officer (give title Other (specify below) CEO				
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
BOULDER, CO 80301				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Secu	rities Acq	uired, Disposed	of, or Benefi	cially Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acor(A) or Disposed (Instr. 3, 4 and	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

1.Title of	2. Transaction Date	2A. Deemed	3.	3. 4. Securities Acquired		5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
		` '	,				Following	or Indirect	(Instr. 4)
							Reported	(I)	, , ,
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	(111511. 4)	
			Code V	Amount	(D)	Price	(IIISII. 3 aliu 4)		
Common Stock	03/31/2017		M	48,260	A	<u>(1)</u>	4,443,445	D	
Common Stock	03/31/2017		M	365,671	A	<u>(2)</u>	4,809,116	D	
Common Stock							1,327,066	I	By Bear Equity, LLC
Common Stock							1,130,957	I	By Bear Investments, LLLP
Common Stock							4,500,000	I	DPC Papa Bear

Enterprises, LLC (3)

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

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SEC 1474

(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 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/31/2017		M	48,260	<u>(4)</u>	<u>(4)</u>	Common Stock	48,260
Restricted Stock Units	(2)	03/31/2017		M	365,671	(5)	(5)	Common Stock	365,671

Reporting Owners

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

Signatures

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

**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 A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) Each Part B restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.

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- (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.
- (4) On February 18, 2016, the reporting person was granted Part A restricted stock units, which vested in full on March 31, 2017.
- (5) On April 12, 2016, the reporting person was granted Part B restricted stock units, which vested 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. 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.