Zayo Group Holdings, Inc. Form 4 July 06, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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)

| 1. Name and Ad<br>Crouch And | •        | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>Zayo Group Holdings, Inc. [ZAYO] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                          |  |  |  |
|------------------------------|----------|----------------|---|---|--|--|--|
| (Last)                       | (First)  | (Middle)       | 3. Date of Earliest Transaction   | (Check an applicable)   |  |  |  |
| 1805 29TH STREET SUITE 2050  |          |                | (Month/Day/Year)<br>06/30/2017  | Director 10% OwnerX Officer (give title Other (specify below) President & COO                     |  |  |  |
|                              | (Street) |                | 4. If Amendment, Date Original Filed(Month/Day/Year)                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |
| BOULDER, CO 80301            |          |                | Form filed by More than One R<br>Person   |   |  |  |  |
| (City)                       | (State)  | (Zip)          | Table I - Non-Derivative Securities Acq   | quired, Disposed of, or Beneficially Owned  |  |  |  |

| (City)          | (State) (2          | Table              | I - Non-De | erivative So                | ecuritie  | es Acq | uired, Disposed o | f, or Beneficial | ly Owned     |
|-----------------|---------------------|--------------------|------------|-----------------------------|-----------|--------|-------------------|------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.         | 4. Securiti                 | es Acqı   | uired  | 5. Amount of      | 6. Ownership     | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio | on(A) or Disposed of<br>(D) |           |        | Securities        | Form: Direct     | Indirect     |
| (Instr. 3)      |                     | any                | Code       |                             |           |        | Beneficially (D   | (D) or           | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8) | (Instr. 3, 4 and 5)         |           | Owned  | Indirect (I)      | Ownership        |              |
|                 |                     |                    |            |                             |           |        | Following         | (Instr. 4)       | (Instr. 4)   |
|                 |                     |                    |            |                             | (4)       |        | Reported          |                  |              |
|                 |                     |                    |            |                             | (A)       |        | Transaction(s)    |                  |              |
|                 |                     |                    | Code V     | Amount                      | or<br>(D) | Price  | (Instr. 3 and 4)  |                  |              |
| Common<br>Stock | 06/30/2017          |                    | M          | 47,622                      | A         | (1)    | 47,622            | D                |              |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8 I S ( |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|---------|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |         |
| Restricted<br>Stock<br>Units                        | (1)   | 06/30/2017                              |   | M                                     | 47,622  | (2)  | (2)                | Common<br>Stock   | 47,622                              |         |

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crouch Andrew

1805 29TH STREET SUITE 2050 President & COO

BOULDER, CO 80301

# **Signatures**

/s/ Laura Littman, as 07/06/2017 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).
- (1) The number of shares of Common Stock having an aggregate value of \$1,500,000 based upon the average close price of the Company's Common Stock over the last ten trading days prior to June 30, 2017.
- (2) On May 8, 2017, the reporting person was granted restricted stock units, which vested 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.

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