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

Zayo Group Hold Form 4	lings, Inc.											
July 10, 2017												
FORM 4									PPROVAL			
<b>CURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								N OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(	Section Public U	SECUI	Estimated burden hou response	Estimated average burden hours per response 0.5							
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> Waters John F Jr.			Symbol	er Name <b>an</b> Group Hol		Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last) (	(First) (1							(Check all applicable)				
1805 29TH STREET SUITE 2050			(Month/Day/Year) 07/06/2017			Director 10% Owner X Officer (give title Other (specify below) Chief Technology Officer						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
BOULDER, CO	80301						Person	whole than one R	epotting			
(City) (	State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
	unsaction Date th/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ed directly	or indirectly.					
					inform requir	ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Mon	th/Day/Year)	(Instr.	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				(
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/06/2017			А		10,335		(2)	(2)	Common Stock	10,335
Report	ting Ow	ners										
Reporting	g Owner Name /	Address	ress			Relationships						
		D	Director	10% Owner	Offic	er			Oth	er		
Waters John F Jr. 1805 29TH STREET SUITE 2050 BOULDER, CO 80301			Chief Technology Officer									

## Signatures

/s/ Laura Littman, as	07/10/2017
attorney-in-fact	07/10/2017
<u>**</u> 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).

Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company")(1) common stock. The reported number of restricted stock units assumes target level stock price performance. Upon vesting, the number of shares of common stock received by the reporting person will be determined based on the Company's historical stock price performance.

(2) The restricted stock units vest in full on June 30, 2018.

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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