Zayo Group Holdings, Inc. Form 4

July 10, 2017

# FORM 4

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

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 \* White Emily

> (First) (Middle)

101 OCEAN WAY

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Street)

SANTA MONICA, CA 90402

(State)

2. Issuer Name and Ticker or Trading Symbol

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction

(Month/Day/Year) 07/06/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities TransactionAcquired (A) or

(Month/Day/Year) Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

**OMB APPROVAL** 

**OMB** Number:

3235-0287

2005

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January 31, Expires: Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect

Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

SEC 1474

(9-02)

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

Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares Restricted Common (2) (2) Stock <u>(1)</u> 07/06/2017 Α 2,095 2,095 Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other White Emily X 101 OCEAN WAY SANTA MONICA, CA 90402

### **Signatures**

Units

/s/ Laura Littman, as 07/10/2017 attorney-in-fact \*\*Signature of Reporting Person

#### **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).

Date

- (1) Each Part C restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest in full on September 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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