

Steinfort Matt  
Form 3  
September 25, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Steinfort Matt		(Month/Day/Year)	Zayo Group Holdings, Inc. [ZAYO]	
(Last)	(First)	09/15/2017		
1805 29TH STREET, SUITE 2050			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
BOULDER, CO 80301			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) CFO	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Restricted Stock Unit	Â (1)	Â (1)	Common Stock	2,571	\$ (2)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	2,306	\$ (2)	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	2,311	\$ (2)	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	3,326	\$ (2)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	5,038	\$ (6)	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	6,227	\$ (6)	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	4,159	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steinfott Matt 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Â	Â	Â CFO	Â

## Signatures

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

09/25/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest in full on September 30, 2017.  
Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company")
  - (2) 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.
  - (3) The restricted stock units vest in full on December 31, 2017.
  - (4) The restricted stock units vest in full on March 31, 2018.
  - (5) The restricted stock units vest in full on June 30, 2018.
  - (6) Each Part A restricted stock unit converts into one share of Zayo Group Holdings, Inc. common stock.

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.