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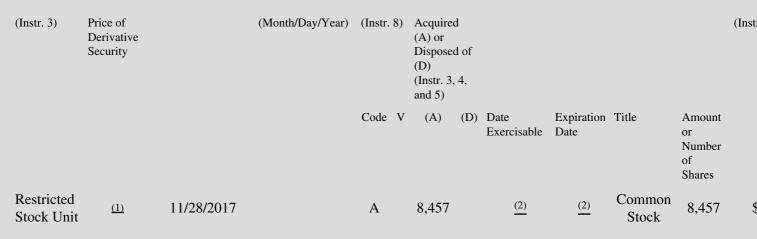
Waters John F Jr. Form 4										
November 30, 202	17									
FORM A							OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549				COMMISSIO	N OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	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							Estimated burden hou response	urs per	
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> Waters John F Jr.			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (L	First) (1	Middle)	le) 3. Date of Earliest Transaction				(Check all applicable)			
1805 29TH STREET SUITE 2050			(Month/Day/Year) 11/28/2017			Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Technology Officer				
(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 Person	More than One R	eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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				or indirectly			
	a separate find				Perso inform requir	ns who rest ation cont ed to respo ys a curre	spond to the colle ained in this forn 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	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Waters John F Jr. 1805 29TH STREET SUITE 2050 BOULDER, CO 80301			Chief Technology Officer		
Signatures					
/s/ Laura Littman, as attorney-in-fact	11/30/2017				
**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 converts into one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest 50% on September 30, 2018 and 50% on December 31, 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.