Kaplan Steven N Form 4 January 03, 2018

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 Estimated average 0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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(b).

Stock

1. Name and Ac Kaplan Steve	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(T)	·	Zayo Group Holdings, Inc. [ZAYO]								
(Last)	(First) (M		3. Date of Earliest Transaction				X Director			
		(Month/Day/Year)						6 Owner		
5648 SOUTI AVENUE	R 12/29/20	12/29/2017				Officer (giv below)	below)	er (specify		
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line)			
		`	•				_X_ Form filed by	One Reporting Po	erson	
CHICAGO,						Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	on Date, if TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3) any		any	Code Disposed of (D)			Beneficially	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I) Owne	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	12/29/2017		M	1,607	A	(1)	29,620	D		
Stock	12/2/12/11		141	1,007	Γ	11/	27,020	ט		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Edgar Filing: Kaplan Steven N - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock units	(1)	12/29/2017		M	1,607	(2)	(2)	Common Stock	1,607	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kaplan Steven N

5648 SOUTH DORCHESTER AVENUE X

CHICAGO, IL

Signatures

/s/ Laura Littman, as attorney-in-fact 01/03/2018

**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 C restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) On October 4, 2017 the reporting person was granted Part C restricted stock units, which vested in full on December 29, 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.

Reporting Owners 2