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Connor Richard W	V.									
Form 4 January 09, 2018										
								OMB A	PPROVAL	
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-0287	
Check this box					,			Expires:	January 31,	
if no longer subject to Section 16. Form 4 or	STATEM	IENT OF	F CHAN	NGES IN SECUF		ICIAL OV	WNERSHIP OF	Estimated burden hou response	urs per	
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	-	a) of the F	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> Connor Richard W.			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (l	First) (N	Middle)	-	of Earliest T	-		(Che	eck all applicabl	e)	
1805 29TH STRE	, , , , , , , , , , , , , , , , , , ,	,		Day/Year)	Tansaction		X Director Officer (giv below)		% Owner ner (specify	
	Street)			endment, Da nth/Day/Yea	-	1	6. Individual or Applicable Line) _X_ Form filed by Form filed by	-	erson	
BOULDER, CO							Person			
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	uss of secu	urities benef	ficially own	ned directly of	or indirectly.			
					inform requir	nation cont ed to respo ys a currei	pond 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	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) orDisposed(D)(Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/05/2018	А		2,305		(2)	(2)	Common Stock	2,305

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Connor Richard W. 1805 29TH STREET SUITE 2050 BOULDER, CO	Х					
Signatures						
/s/ Laura Littman, as attorney-in-fact	01/	/09/2018				
**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 represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest in full on March 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.

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