

Edgar Filing: Steinfott Matt - 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
Restricted Stock Units	(3)	04/05/2018		A	5,450	(4) (4)	Common Stock	5,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steinfott Matt 1821 30TH STREET, UNIT A BOULDER, CO 80301			CFO	

Signatures

/s/ Laura Littman, as attorney-in-fact
 04/09/2018
 **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) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2017.
- (2) The shares were sold in multiple transactions at the price reported.
- (3) Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company") 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.
- (4) The restricted stock units vest in full on June 28, 2019.

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.