Edgar Filing: Steinfort Matt - Form 4

Steinfort Mat	tt										
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April 09, 201									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the Public				ANGES IN BENEFICIAL OWNERSHIP O SECURITIES on 16(a) of the Securities Exchange Act of 1934 c Utility Holding Company Act of 1935 or Sect e Investment Company Act of 1940					January 31, 2005 Estimated average burden hours per response 0.5		
1(b).	iction				I	5					
(Print or Type R	tesponses)										
			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]				-	5. Relationship of Reporting Person(s) to Issuer			
			-	-	-	\mathbf{Z}	4YO]	(Checl	k all applicable	2)	
(M			3. Date of Earliest Transaction (Month/Day/Year) 04/05/2018					Director 10% Owner X Officer (give title Other (specify below) below) CFO			
			Amendment, Date Original (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 M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ned 1 Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi m(A) or Di (Instr. 3,	ties Ao spose	cquired d 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	
Common Stock	04/05/2018			S <u>(1)</u>	2,230	D (2)	\$ 36.39	7,535	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	04/05/2018		А	5,450	<u>(4)</u>	(4)	Common Stock	5,450	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Steinfort 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					

**Signature of Reporting Person

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.
- Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. (the "Company") (3) 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.