

Caruso Daniel
Form 5
August 14, 2018

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Caruso Daniel

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Zayo Group Holdings, Inc. [ZAYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1821 30TH STREET, UNIT A

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

BOULDER, CO 80301

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/25/2017	Â	G	127,886 (1) D \$ 0	486,950	D	Â
Common Stock	08/25/2017	Â	G	127,886 (1) A \$ 0	127,886	I	The Daniel P. Caruso Development Fund (2)
Common Stock	08/28/2017	Â	G	2,923,122 (3) D \$ 0	486,950	D	Â

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Common Stock	08/28/2017	Â	G	2,923,122 (3)	A	\$ 0	7,423,122	I	DPC Papa Bear Enterprises, LLC (4)
Common Stock	12/27/2017	Â	G	15,391	D	\$ 0	486,950	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,130,957	I	Bear Investments LLLP
Common Stock	Â	Â	Â	Â	Â	Â	8,066	I	Bear Equity, LLC

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

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(9-02)

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

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caruso Daniel 1821 30TH STREET, UNIT A BOULDER, CO 80301	Â X	Â	Â CEO	Â

Signatures

/s/ Laura Littman, as attorney-in-fact
08/14/2018

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) Reflects a gift of 127,886 shares of common stock from the reporting person to the Daniel P. Caruso Development Fund on August 25, 2017. The discretionary beneficiaries of the Daniel P. Caruso Development Fund include immediate family members of the reporting person, some of whom are sharing the reporting person's household.

The reporting person disclaims beneficial ownership of the shares held by the Daniel P. Caruso Development Fund, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
 - (3) Reflects a gift of 2,923,122 shares of common stock from the reporting person to DPC Papa Bear Enterprises, LLC on August 28, 2017. The reporting person is the sole manager of DPC Papa Bear Enterprises, LLC, which is 100% owned by the DPC Yogi Bear Enterprises Trust. The discretionary beneficiaries of the DPC Yogi Bear Enterprises Trust include immediate family members of the reporting person, all of whom are sharing the reporting person's household.

The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.