

Mays Sandra
Form 3
August 30, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Mays Sandra		(Month/Day/Year)	Zayo Group Holdings, Inc. [ZAYO]	
(Last)	(First)	(Middle)	08/30/2018	
1821 30TH STREET, UNIT A			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BOULDER, CO 80301			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			CIO	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	196,531	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Unit	Â (1)	Â (1)	Common Stock	2,720	\$ (2)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	3,072	\$ (4)	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	5,299	\$ (2)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	2,919	\$ (4)	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	8,058	\$ (2)	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	3,084	\$ (4)	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	2,923	\$ (4)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	8,867	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mays Sandra 1821 30TH STREET UNIT A BOULDER, CO 80301	Â	Â	Â CIO	Â

Signatures

/s/ Shira Cooks, as attorney-in-fact 08/30/2018

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units vest in full on September 30, 2018.
- (2) Each Part A restricted stock unit converts into one share of Zayo Group Holdings, Inc. common stock.
- (3) The restricted stock units vest in full on December 31, 2018
- (4) 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.
- (5) The restricted stock units vest 50% on September 30, 2018 and 50% on December 31, 2018.

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- (6) The restricted stock units vest in full on March 31, 2019.
- (7) The restricted stock units vest in full on June 30, 2019.
- (8) The restricted stock units vest in full on September 30, 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.