Caruso Daniel Form 4 October 31, 2018

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Caruso Da	Symbol				ng	Issuer					
			Zayo Group Holdings, Inc. [ZAYO]					(Check all applicable)			
(Last)	(First)	(Middle)			Transaction			X Director		100/ Owner	
1821 30TH STREET, UNIT A			(Month/Day/Year) 10/30/2018					X Director 10% OwnerX Officer (give title Other (specify below)			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
BOULDER, CO 80301			Filed(Month/Day/Year)					Applicable Line) _X_ 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) 10/30/2018	Execution E any (Month/Day	Date, if	3. Transacti Code (Instr. 8) Code V	otor Dispose (Instr. 3, 4 Amount	d of (I	O)	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 Indirect Beneficial Ownership (Instr. 4) By DPC Papa Bear	
Stock	10/30/2018			3 <u>~</u>	331,019	D	(2)	0,820,177	1	Enterprises, LLC (3)	
Common Stock								471,851	D		
Common Stock								8,066	I	By Bear Equity, LLC	
Common Stock								1,130,957	I	By Bear Investments, LLLP	

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By Daniel P. Common Caruso 127,886 I Stock Development Fund (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr. 3 and 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	+	
								Amoun	ı	
						Date	Expiration	or Title Numbe	•	
						Exercisable	Exercisable Date	of	I	
				Codo V	(A) (D)					
				Code v	(A) (D)			Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Caruso Daniel 1821 30TH STREET, UNIT A BOULDER, CO 80301	X		CEO				

Signatures

/s/ Shira Cooks, as 10/31/2018 attorney-in-fact

**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).
- The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person, on behalf of DPC Papa Bear (1) Enterprises, LLC on February 13, 2018.

(2)

Reporting Owners 2

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.45 to \$29.87. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in in this footnote.

- 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.
- 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.

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.