

Zayo Group Holdings, Inc.  
Form 8-K  
November 10, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 8, 2016

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Zayo Group Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

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|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 001-36690<br>(Commission File Number) | 26-1398293<br>(I.R.S. Employer<br>Identification No.) |
| 1805 29th Street, Suite 2050, Boulder, CO 80301                               |                                       |   |

(Address of Principal Executive Offices)

(303) 381-4683

(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders (the “Annual Meeting”) of Zayo Group Holdings, Inc. (the “Company”) was held on November 8, 2016. At the Annual Meeting, the stockholders (i) elected the two directors named in the proxy statement for a term expiring at the Company’s annual meeting in 2019, (ii) ratified KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2017, and (iii) approved an advisory resolution on executive compensation.

The final results of the voting on each of the matters submitted to vote are as follows:

(1) Election of Directors:

|              | FOR         | WITHHELD   | BROKER     | NON-VOTES |
|--------------|-------------|------------|------------|-----------|
| Rick Connor  | 164,805,847 | 39,213,932 | 21,042,000 |           |
| Cathy Morris | 203,647,313 | 372,466    | 21,042,000 |           |

(2) Ratification of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending June 30, 2017:

|  | FOR         | AGAINST | ABSTAIN | BROKER | NON-VOTES |
|--|-------------|---------|---------|--------|-----------|
|  | 224,981,916 | 24,613  | 55,250  | -      |           |

(3) Approval of an advisory resolution on executive compensation as set forth in the proxy statement:

|  | FOR         | AGAINST    | ABSTAIN   | BROKER     | NON-VOTES |
|--|-------------|------------|-----------|------------|-----------|
|  | 146,340,332 | 55,318,695 | 2,360,752 | 21,042,000 |           |

There was no other business voted upon at the Annual Meeting.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Zayo Group Holdings, Inc.

By: /s/ Wendy Cassity

Name: Wendy Cassity

Title: Vice President, General Counsel, and Secretary

DATED: November 9, 2016

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