

Zayo Group Holdings, Inc.
Form DEFA14A
September 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

ZAYO GROUP HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right to Vote* ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on November 8, 2016.**

Meeting Information

**ZAYO GROUP
HOLDINGS,
INC.**

Meeting Type: Annual Meeting

For holders as of: September 14, 2016

Date: November 8, 2016 **Time:** 7:30 AM MST

Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/zayo2016.

The company will be hosting the meeting live via the Internet. To attend the meeting via the Internet, please visit www.virtualshareholdermeeting.com/zayo2016 and be sure to have the information that is printed in the box marked by the arrow (located on the following page). You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

*ZAYO GROUP
HOLDINGS, INC.
1805 29TH
STREET, SUITE
2050
BOULDER, CO
80301*

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

2016 NOTICE AND PROXY STATEMENT 2016 ANNUAL REPORT WITH FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 25, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/zayo2016. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E13963-P82851

Voting Items

The Board of Directors recommends you vote FOR all of the following nominees:

1. Election of Directors

Nominees:

- 01) Rick Connor
- 02) Cathy Morris

The Board of Directors recommends you vote FOR the following proposals:

- 2. Ratification of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending June 30, 2017.
- 3. Approve, on an advisory basis, executive compensation as disclosed in the proxy statement.

NOTE: And to consider such other business as may properly come before the meeting or any adjournment or postponement thereof.

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