

Zayo Group Holdings, Inc.
Form SC 13G/A
December 14, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

ZAYO GROUP HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

98919V105
(CUSIP Number)

December 14, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 98919V105

1. Names of Reporting Persons
SPO Partners II, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
Sole Voting Power
 5. Number of Shares Beneficially Owned by Each Reporting Person
-0-
Shared Voting Power
 6. Sole Dispositive Power
 7. With: -0-
Shared Dispositive Power
 8. -0-
Aggregate Amount Beneficially Owned by Each Reporting Person
 9. -0-
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 10. Percent of Class Represented by Amount in Row (9)
 11. 0.0%
 12. Type of Reporting Person (See Instructions)
(PN)
-

CUSIP No. 98919V105

1. Names of Reporting Persons
SPO Advisory Partners, L.P.
Check the Appropriate Box
if a Member of a Group (See
 2. Instructions)
(a) (b)
 3. SEC Use Only
 4. Citizenship or Place of
Organization
Delaware
Sole Voting Power
 5. Number of Shares Beneficially
Owned by Each Reporting
Person With: -0-
Shared Voting Power
-0-
Sole Dispositive Power
7. -0-
Shared Dispositive Power
 8. -0-
Aggregate Amount
Beneficially Owned by Each
Reporting Person
 9. -0-
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)
 10. Percent of Class Represented
by Amount in Row (9)
 11. 0.0%
Type of Reporting Person
(See Instructions)
 12. (PN)
-

CUSIP No. 98919V105

1. Names of Reporting Persons
San Francisco Partners, L.P.
Check the Appropriate Box
if a Member of a Group (See
Instructions)
 2. (a) (b)
 3. SEC Use Only
 4. Citizenship or Place of
Organization
California
Sole Voting Power
 5. Number of Shares Beneficially
Owned by Each Reporting
Person With:
 6. -0- Shared Voting Power
 7. -0- Sole Dispositive Power
 8. -0- Shared Dispositive Power
 9. Aggregate Amount
Beneficially Owned by Each
Reporting Person
-0-
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)
 10. Percent of Class Represented
by Amount in Row (9)
0.0%
 11. Type of Reporting Person
(See Instructions)
(PN)
 - 12.
-

CUSIP No. 98919V105

1. Names of Reporting Persons
SF Advisory Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
 5. Sole Voting Power
 - Number of Shares Beneficially Owned by Each Reporting Person With: 6. -0-
Shared Voting Power
 7. Sole Dispositive Power
 8. -0-
Shared Dispositive Power
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
(PN)
-

CUSIP No. 98919V105

- Names of Reporting Persons
1. SPO Advisory Corp.
Check the Appropriate Box
if a Member of a Group (See
 2. Instructions)
(a) (b)
 3. SEC Use Only
 4. Citizenship or Place of
Organization

Delaware
Sole Voting Power
 5. Number of Shares Beneficially
Owned by Each Reporting
Person With: -0-
Shared Voting Power
Sole Dispositive Power
 6. -0-
Shared Dispositive Power
 7. -0-
Aggregate Amount
Beneficially Owned by Each
Reporting Person
 8. -0-
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)
 9. Percent of Class Represented
by Amount in Row (9)
 10. 0.0%
Type of Reporting Person
(See Instructions)
 11. (CO)
 - 12.
-

CUSIP No. 98919V105

1. Names of Reporting Persons
John H. Scully
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
Sole Voting Power
 5. Number of Shares Beneficially Owned by Each Reporting Person
-0-
Shared Voting Power
 6. Number of Shares Beneficially Owned by Each Reporting Person With:
-0-
Sole Dispositive Power
 7. Number of Shares Beneficially Owned by Each Reporting Person With:
-0-
Shared Dispositive Power
 8. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
 9. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 10. Percent of Class Represented by Amount in Row (9)
0.0%
 11. Type of Reporting Person (See Instructions)
(IN)
 - 12.
-

CUSIP No. 98919V105

1. Names of Reporting Persons
 Eli J. Weinberg

2. Check the Appropriate Box
 if a Member of a Group (See
 Instructions)
 (a) (b)

3. SEC Use Only

4. Citizenship or Place of
 Organization
 USA
 Sole Voting Power

5. Number of Shares Beneficially
 Owned by Each Reporting
 Person With: -0-
 Shared Voting Power
 Sole Dispositive Power
 Shared Dispositive Power

6. Aggregate Amount
 Beneficially Owned by Each
 Reporting Person -0-

7. Check if the Aggregate
 Amount in Row (9)
 Excludes Certain Shares
 (See Instructions)

8. Percent of Class Represented
 by Amount in Row (9)
 0.0%

9. Type of Reporting Person
 (See Instructions)
 (IN)

CUSIP No. 98919V105

Names of Reporting Persons

1. Phoebe Snow Foundation,
Inc.
Check the Appropriate Box
if a Member of a Group (See
2. Instructions)
(a) (b)
3. SEC Use Only
4. Citizenship or Place of
Organization

California
Sole Voting Power
5. Number of Shares Beneficially
Owned by Each Reporting
Person With: -0-
Shared Voting Power
Sole Dispositive Power
6. 7. -0-
Shared Dispositive Power
8. -0-
Aggregate Amount
Beneficially Owned by Each
9. Reporting Person
10. -0-
Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)
11. Percent of Class Represented
by Amount in Row (9)
0.0%
12. Type of Reporting Person
(See Instructions)
(CO)

This Amendment No. 2 (the “Amendment”) amends the Schedule 13G (the “Original 13G”) filed with the Securities and Exchange Commission (“SEC”) on February 27, 2017 and amended on February 14, 2018. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13G, as amended. This is the final amendment to the Original 13G and an exit filing with respect to each of the Reporting Persons listed in Item 2(a).

Item 1. (a) Name of Issuer

Zayo Group Holdings, Inc.

(b) Address of Issuer’s Principal Executive Offices

1821 30th Street, Unit A
Boulder, Colorado 80301

Item 2. (a) Name of Person Filing

The undersigned hereby file this Schedule 13G Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership (“SPO”), SPO Advisory Partners, L.P., a Delaware limited partnership (“SPO Advisory Partners”), San Francisco Partners, L.P., a California limited partnership (“SFP”), SF Advisory Partners, L.P., a Delaware limited partnership (“SF Advisory Partners”), SPO Advisory Corp., a Delaware corporation (“SPO Advisory Corp.”), John H. Scully (“JHS”), Eli J. Weinberg (“EJW”) and Phoebe Snow Foundation, Inc., a California corporation (“PS Foundation”). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, EJW and PS Foundation are sometimes hereinafter referred to as the “Reporting Persons.”

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Act”), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), (c) Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

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The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of PS Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PS Foundation is a California corporation.

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number:

98919V105

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(b) Reporting Percent of Persons	(a) Class Beneficially Owned	(c)(i)(c)(ii) Common Shares Voting Power		(c)(iii)(c)(iv) Disposition Power	
		Sole	Shared	Sole	Shared
SPO Partners 0.0%	0	0	0	0	0
II, L.P. SPO Advisory Partners, 0.0%	0	0	0	0	0
L.P. San Francisco Partners, 0.0%	0	0	0	0	0
L.P. SF Advisory Partners, 0.0%	0	0	0	0	0
L.P. SPO Advisory Corp. 10.0%	0	0	0	0	0
John H. Scully Eli J. 0.0%	0	0	0	0	0
Weinberg Phoebe Snow Foundation, 0.0%	0	0	0	0	0
Inc.					

Ownership of Five Percent or Less of a Class.

Item

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item

6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

7. Holding Company or Control Person.

Not Applicable.

Item

8. Identification and Classification of Members of the Group.

Not Applicable.

Item

9. Notice of Dissolution of Group.

Not Applicable.

Item

10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 14, 2018
Date

/s/ Kim M. Silva
Signature

Kim M. Silva
Attorney-in-fact for:

SPO PARTNERS II,
L.P. (1)
SPO ADVISORY
PARTNERS, L.P. (1)
SAN FRANCISCO
PARTNERS, L.P. (1)
SF ADVISORY
PARTNERS, L.P. (1)
SPO ADVISORY
CORP. (1)
JOHN H. SCULLY
(1)
ELI J. WEINBERG
(1)
PHOEBE SNOW
FOUNDATION,
INC. (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit Document Description

- A Agreement Pursuant to Rule 13d-1(k)
- B Power of Attorney (previously filed)