Zayo Group Holdings, Inc.

Form 4

January 07, 2016

FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer which to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

Expires: January 31, 2005

10% Owner

subject to Section 16. Form 4 or Form 5

SECURITIES Estim burde

Issuer

_X__ Director

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction

(Month/Day/Year)

1(b).

Caruso Daniel

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

1805 29TH STREET SUITE 2050			E 2050 01/0	01/04/2015				X Officer (give below)	er (specify		
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BOU	LDER, CO	80301						Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia								ally Owned			
1.Title Securi (Instr.	ity (Mont	nsaction Date h/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code	iom Dispos (Instr. 3,	ed of (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)	
Com Stock	()1/()2	4/2015		S(1)	67,890	D	\$ 26.438 (2)	7,771,295 (3)	D		
Com Stock	()1/()*	5/2015		S(4)	27,000	D	\$ 26.7806 (5)	1,387,249	I	By Bear Equity, LLC	
Com Stock								1,126,895	I	By Bear Investments, LLLP	
Com Stock								84	Ι	By VP Holdings, LLC	

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

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SEC 1474 (9-02)

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	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Da	Date		Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
.1	Director	10% Owner	Officer	Other				
Caruso Daniel								
1805 29TH STREET SUITE 2050	X		CEO					
BOULDER, CO 80301								

Signatures

/s/ Ken desGarennes, as 01/07/2015 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 sell-to-cover Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2015. This (1) sale is mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.
- (2) The shares were sold in one transaction at the price reported.
- Reflects gift of 34,000 shares of common stock to The Caruso Foundation made on December 29, 2015 but not yet reflected in amount of securities beneficially owned.
- The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2015.

(5)

Reporting Owners 2

9. Nu Deriv Secu Bene Follo Repo

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.56 to \$26.93. 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.

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.