Edgar Filing: Zayo Group Holdings, Inc. - Form 4

Zayo Group I	Holdings, Inc.										
Form 4											
July 05, 2016											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES S		ITIES Al hington,]			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no long	ər								Expires:	January 31 2005	
subject to Section 16. STATEMENT OF CHAN				GES IN BENEFICIAL OWNE SECURITIES				NERSHIP OF	Estimated a burden hou	average	
Form 4 or									response	•	
Form 5 obligation	· ·						-	ge Act of 1934,			
may conti								f 1935 or Sectio	n		
See Instru 1(b).	ction	30(h) of	the Inv	estment (Company	y Act	of 194	40			
(Print or Type R	esponses)										
Gips Donald H Syn			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
Zayo Gi				Group Holdings, Inc. [ZAYO]				(Check all applicable)			
				of Earliest Transaction				V D' / 100 0			
1805 29TH S	STREET SUITE		Month/Da 6/30/20	-				X Director Officer (give below)		b Owner er (specify	
			If Amen	Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			iled(Mont					Applicable Line)			
BOULDER,	CO 80301							_X_ Form filed by 0 Form filed by N Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	I New D			4		f an Danafiaiai	ll O	
							ties Aco	quired, Disposed of		-	
1.Title of Security (Instr. 3)	(Month/Day/Year) Executi			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)				Securities	5. Ownership Form: Direct D) or	7. Nature of Indirect Beneficial	
(11511-0)		(Month/Day	y/Year)	(Instr. 8) (Instr. 3, 4 and 5)				2	ndirect (I) Instr. 4)	Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	06/30/2016			М	3,106	A	<u>(1)</u>	32,479	D		

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration D (Month/Day,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	06/30/2016	М	3,106	(2)	(2)	Common Stock	3,106	\$

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gips Donald H 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х						
Signatures							
/s/ Ken desGarennes as attorney-in-fact	(
<u>**</u> 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).
- (1) Each Part C restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) On April 12, 2016, the reporting person was granted 3,106 Part C restricted stock units, which vested in full on June 30, 2016.

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.