

Zayo Group Holdings, Inc.
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caruso Daniel

(Last) (First) (Middle)

1805 29TH STREET SUITE 2050

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/31/2016		M		47,473	A	(1)	
Common Stock	12/31/2016		M		159,208	A	(2)	
Common Stock	01/03/2017		S(3)		21,981	D	\$ 33.09 (4)	
Common Stock							1,327,066	
							I	By Bear Equity, LLC
Common Stock							1,130,957	
							I	By Bear Investments,

Common Stock	4,500,000	I	LLLP By DPC Papa Bear Enterprises, LLC ⁽⁵⁾
Common Stock	1,137	I	By VP Holdings, LLC ⁽⁶⁾

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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>	12/31/2016		M	47,473	<u>(7)</u> <u>(7)</u>	Common Stock 47,473
Restricted Stock Units	<u>(2)</u>	12/31/2016		M	159,208	<u>(8)</u> <u>(8)</u>	Common Stock 159,208

Reporting Owners

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

Signatures

/s/ Laura Littman, as attorney-in-fact 01/04/2017

**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 A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (3) The sale reported was mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a Rule 10b5-1 "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.
- (4) The shares were sold in one transaction at the price reported.
- (5) The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his pecuniary interest therein.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

- (6) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (7) On November 12, 2015, the reporting person was granted Part A restricted stock units, which vested in full on December 31, 2016.

- (8) On January 20, 2016, the reporting person was granted Part B restricted stock units, which vested in full on December 31, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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