Zayo Group Holdings, Inc.

Form 4 April 07, 2017

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

3235-0287 January 31, Expires:

OMB APPROVAL

2005 Estimated average burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Zayo Group Holdings, Inc. [ZAYO]

3. Date of Earliest Transaction

(Month/Day/Year)

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

response... 0.5

10% Owner

1(b).

(Last)

(Print or Type Responses)

desGarennes Kenneth

1. Name and Address of Reporting Person *

(First)

(Middle)

1805 29TI	`	04/05/2017				X Officer (give title Other (specify below) Chief Financial Officer				
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
BOULDE						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disp					quired, Disposed	osed 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)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	d of (D)	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)	
Stock	04/05/2017		S <u>(1)</u>	63,256	D	(2)	1,210,022	D		
Common Stock	04/06/2017		S(1)	66,048	D	\$ 32.63 (2)	1,143,974	D		
Common Stock							278,359	I	By Tablerock Investments II, LLC (3)	
Common Stock							45	I	By Tablerock Investments, 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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	cisable and	7. Title	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	
	Derivative				Securities			(Instr. 3	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Name le con		
						Exercisable	Date		Number		
				C-1- 1	7. (A) (D)				of		
				Code V	I (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

desGarennes Kenneth

1805 29TH STREET SUITE 2050

BOULDER, CO 80301

Chief Financial Officer

Signatures

/s/ Laura Littman, as attorney-in-fact

04/07/2017

**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) 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.
- (2) The shares were sold in one transaction at the price reported.

The reported securities are held by Tablerock Investments II, LLC, a Colorado limited liability company ("Tablerock II") of which the reporting person is the sole manager. Tablerock II is owned by the reporting person and the desGarennes Exempt Descendants' Trust as well as two grantor retained annuity trusts for the benefit of the reporting person and his children. The reporting person disclaims beneficial ownership of the Common Stock held by Tablerock II, except to the extent of his pecuniary interest therein.

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

Reporting Owners 2

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