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

• •	o Holdings, Inc.										
Form 4											
July 10, 20	17							<u></u>			
FORM		CT A TEC	SECU	DITIES		CHANCE	COMMISSIO	NT.	PPROVAL		
	UNITED	SIAIES		shington				N OMB Number:	3235-0287		
Check t	agor							Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated	2005 average			
Section 16. SECURITIES								burden hou			
Form 4 Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								. 0.5		
obligati							-				
may co	nunue.			•	•	npany Act ny Act of 1	of 1935 or Secti	.011			
<i>See</i> Inst 1(b).	ruction	50(II)	or the f	livestilleli	t Compai	ly Act of 1	940				
1(0).											
(Print or Type	Responses)										
1. Name and	Address of Reporting	Person <u>*</u>	2. Issue	er Name an	d Ticker or	Trading	5. Relationship of Reporting Person(s) to				
Kaplan Ste	even N		Symbol			0	Issuer				
			Zayo C	Group Hol	dings, In	c. [ZAYO]	(Chark all appliashla)				
· · · · · ·			of Earliest T	ransaction		(Check all applicable)					
			(Month/Day/Year)			_X_ Director	109	% Owner			
5648 SOUTH DORCHESTER AVENUE			07/06/2017				Officer (give title Other (specify below) below)				
(Street)			4. If Am	endment, D	ate Origina	1	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line)					
								y One Reporting Porting Port More than One R			
CHICAGO), IL						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tat	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	Transactic Code	onAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(11150.5)		(Month/Da	y/Year)	(Instr. 8)	(Instr. 3, 4		Owned	(I) or maneet	Ownership		
			•				Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(s)				
						or	(Instr. 3 and 4)				
				Code V	Amount	(D) Price	````				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly of	or indirectly.				
							spond to the colle		SEC 1474		
							ained in this forn ond unless the fo		(9-02)		
							ntly valid OMB co				
					numb	-					

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

(Instr. 3)	3) Price of (Mon Derivative Security		(Month/Day/Year)	nth/Day/Year) (Instr.			d d of , 4,				(Ir	(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	07/06/2017		А		1,768		(2)	(2)	Common Stock	1,768	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kaplan Steven N 5648 SOUTH DORCHESTER AVENUE CHICAGO, IL	Х					
Signatures						
/s/ Laura Littman, as attorney-in-fact	07/10/201	.7				
**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 represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.

(2) The restricted stock units vest in full on September 30, 2017.

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.