

Caruso Daniel
Form 4
October 03, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

09/30/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/30/2017		M		59,111	A	<u>①</u>	4,343,965	D	
Common Stock	09/30/2017		M		52,288	A	<u>②</u>	4,396,253	D	
Common Stock	10/03/2017		S <u>③</u>		115,273	D	\$ 34.7 <u>④</u>	366,565	I	By Bear Equity, LLC
Common Stock								1,130,957	I	By Bear Investments, LLLP
								4,500,000	I	

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Common
Stock

DPC Papa
Bear
Enterprises,
LLC ⁽⁵⁾

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 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)		8. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/30/2017		M		59,111		(6)	(6)	Common Stock	59,111
Restricted Stock Units	(2)	09/30/2017		M		52,288		(7)	(7)	Common Stock	52,288

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

10/03/2017

 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 converted into one share of Zayo Group Holdings, Inc. common stock.

(3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 14, 2017.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.70 to \$34.74.

(4) 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.

(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.

(6) On August 31, 2016, the reporting person was granted Part A restricted stock units, which vested in full on September 30, 2017.

(7) On November 29, 2016, the reporting person was granted Part B restricted stock units, which vested 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.

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