

White Emily
Form 4
December 12, 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 *

White Emily

(Last) (First) (Middle)

101 OCEAN WAY

(Street)

SANTA MONICA, CA 90402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Zayo Group Holdings, Inc. [ZAYO]

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

12/11/2017

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)

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)
Common Stock					3,906	D	
Common Stock	12/11/2017		P	14,365 A	\$ 34.99 (1) 14,365	I	By 101 Trust (2)
Common Stock	12/11/2017		P	14,365 A	\$ 34.99 (1) 14,365	I	By 99 Trust (3)
Common Stock	12/11/2017		P	14,365 A	\$ 34.99 (1) 14,365	I	By Ramona Trust (4)

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Emily 101 OCEAN WAY SANTA MONICA, CA 90402		X		

Signatures

/s/ Laura Littman, as attorney-in-fact
 12/12/2017
 **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 price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$34.58 to \$35.15. 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 purchased at each separate price within the range set forth in in this footnote.
- (2) These shares are held in a trust of which the reporting person is a beneficiary. Brian Simmons and Premier Trust, Inc. are the trustees of the trust. The reporting person disclaims beneficial ownership of the shares held by 101 Trust, except to the extent of her pecuniary interest therein.
- (3) These shares are held in a trust of which the reporting person is a beneficiary. Premier Trust, Inc. and Brian Simmons are the trustees of the trust. The reporting person disclaims beneficial ownership of the shares held by 99 Trust, except to the extent of her pecuniary interest

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therein.

- (4) These shares are held in a trust of which the reporting person is a beneficiary. Premier Trust, Inc. and Brian Simmons are the trustees of the trust. The reporting person disclaims beneficial ownership of the shares held by Ramona Trust, except to the extent of her 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. 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.