

Zayo Group Holdings, Inc.  
Form 4  
June 02, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GTCR FUND X/A LP

(Last) (First) (Middle)

300 NORTH LASALLE STREET,  
SUITE 5600

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Zayo Group Holdings, Inc. [ZAYO]

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

05/31/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	05/31/2017		S	V Amount (A) or (D) Price	\$ 4,650,000 D 31.9 37,473,334 (4)	I	See footnotes (1) (2)
Common Stock	05/31/2017		J(3)	V Amount (A) or (D) Price	\$ 350,000 D 0 37,123,334 (4)	I	See footnotes (1) (2)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
GTCR FUND X/A LP 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		
GTCR FUND X/C LP 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		
GTCR Investors (CII) LP 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		
GTCR Partners X/A&C LP 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		
GTCR CO-INVEST X LP 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		
GTCR Investment X LLC 300 NORTH LASALLE STREET, SUITE 5600 CHICAGO, IL 60654		X		

## Signatures

GTCR FUND X/A LP, By: GTCR Partners X/A&C LP, its general partner, By: GTCR Investment X LLC, its general partner, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel

06/02/2017

\_\_Signature of Reporting Person

Date

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GTCR INVESTORS (CII) LP, By: GTCR Partners X/A&C LP, its general partner, By: GTCR Investment X LLC, its general partner, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel	06/02/2017
__Signature of Reporting Person	Date
GTCR PARTNERS X/A&C LP, By: GTCR Investment X LLC, its general partner, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel	06/02/2017
__Signature of Reporting Person	Date
GTCR INVESTMENT X LLC, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel	06/02/2017
__Signature of Reporting Person	Date
GTCR FUND X/C LP, By: GTCR Partners X/A&C LP, its general partner, By: GTCR Investment X LLC, its general partner, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel	06/02/2017
__Signature of Reporting Person	Date
GTCR CO-INVEST X LP, By: GTCR Investment X LLC, its general partner, By: /s/ Jeffrey S. Wright, Principal and Associate General Counsel	06/02/2017
__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) Following the transaction reported herein, consists of (i) 18,402,462 shares held of record by GTCR Fund X/A LP; (ii) 5,267,289 shares held of record by GTCR Fund X/C LP; (iii) 162,513 shares held of record by GTCR Co-Invest X LP; and (iv) 13,291,070 shares held of record by GTCR Investors (CII) LP (collectively, the "GTCR Shareholders"). GTCR Partners X/A&C LP is the general partner of each of GTCR Fund X/A LP, GTCR Fund X/C LP and GTCR Investors (CII) LP. GTCR Investment X LLC is the general partner of each of GTCR Co-Invest X LP and GTCR Partners X/A&C LP. GTCR Investment X LLC is managed by an eight-member board of managers (the "GTCR Board of Managers"). (continued)
    - (2) (continued from footnote 1) Each of the foregoing entities and the individual members of the GTCR Board of Managers disclaims beneficial ownership of the shares held of record by the GTCR Shareholders, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
    - (3) Represents a distribution of an aggregate of 350,000 shares of Common Stock to certain affiliates of the GTCR Shareholders for no value.
    - (4) Includes shares received in a pro rata distribution from Communications Infrastructure Investments, LLC to each of its members.

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.