

Zayo Group Holdings, Inc.  
Form SC 13G/A  
March 15, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**ZAYO GROUP HOLDINGS, INC.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**98919V105**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Charlesbank Equity Fund VI, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 14,467,003

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

14,467,003

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,467,003

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.9%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

CB Offshore Equity Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,681,351  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

1,681,351  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,681,351  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

2 Charlesbank Equity Coinvestment Fund VI, Limited Partnership  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) " (b) "  
 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 648,351  
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
 8 SHARED DISPOSITIVE POWER

WITH

9 648,351  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 648,351  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON

PN



1 NAMES OF REPORTING PERSONS

Charlesbank Coinvestment Partners, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 49,042

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

49,042

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,042

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Charlesbank Equity Fund VI GP, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,796,705

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,796,705

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,796,705

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.9%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Charlesbank Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,845,747

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

16,845,747

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,845,747

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.9%  
TYPE OF REPORTING PERSON

OO

This Amendment No. 2 to Schedule 13G relating to the Common Stock of the Issuer (each term as defined below) is being filed by the Reporting Persons (as defined below) to correct the number of shares of Common Stock beneficially owned as of December 31, 2015 by each of the Reporting Persons on Amendment No. 1 to Schedule 13G filed on February 12, 2016.

**ITEM 1. (a) Name of Issuer:**

Zayo Group Holdings, Inc. (the Issuer ).

**(b) Address of Issuer s Principal Executive Offices:**

1805 29th Street, Suite 2050

Boulder, CO 80301

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Charlesbank Equity Fund VI, Limited Partnership

CB Offshore Equity Fund VI, L.P.

Charlesbank Equity Coinvestment Fund VI, Limited Partnership

Charlesbank Coinvestment Partners, Limited Partnership

Charlesbank Equity Fund VI GP, Limited Partnership

Charlesbank Capital Partners, LLC

**(b) Address of Principal Business Office:**

The business address of each of the Reporting Persons is c/o Charlesbank Capital Partners, LLC, 200 Clarendon Street, 54th Floor, Boston, MA 02116.

**(c) Citizenship:**

Charlesbank Equity Fund VI, Limited Partnership      Massachusetts

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CB Offshore Equity Fund VI, L.P.	Cayman Islands
Charlesbank Equity Coinvestment Fund VI, Limited Partnership	Massachusetts
Charlesbank Coinvestment Partners, Limited Partnership	Massachusetts
Charlesbank Equity Fund VI GP, Limited Partnership	Massachusetts
Charlesbank Capital Partners, LLC	Massachusetts

**(d) Title of Class of Securities:**

Common stock, \$0.001 par value per share ( Common Stock ).

**(e) CUSIP Number:**

98919V105



**ITEM 3.**

Not applicable.

**ITEM 4. Ownership.****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2015, based upon 244,866,876 shares of the Issuer's Common Stock outstanding as of November 6, 2015.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or direct the vote		Shared power to dispose or direct the disposition of	
			to direct the vote	to vote or direct the vote	to dispose or direct the disposition of	to direct the disposition of
Charlesbank Equity Fund VI, Limited Partnership	14,467,003	5.9%	0	14,467,003	0	14,467,003
CB Offshore Equity Fund VI, L.P.	1,681,351	0.7%	0	1,681,351	0	1,681,351
Charlesbank Equity Coinvestment Fund VI, Limited Partnership	648,351	0.3%	0	648,351	0	648,351
Charlesbank Coinvestment Partners, Limited Partnership	49,042	0.0%	0	49,042	0	49,042
Charlesbank Equity Fund VI GP, Limited Partnership	16,796,705	6.9%	0	16,796,705	0	16,796,705
Charlesbank Capital Partners, LLC	16,845,747	6.9%	0	16,845,747	0	16,845,747

Consists of (i) 14,467,003 shares held of record by Charlesbank Equity Fund VI, Limited Partnership ( Fund VI ); (ii) 1,681,351 shares held of record by CB Offshore Equity Fund VI, L.P. ( Offshore VI ); (iii) 648,351 shares held of record by Charlesbank Equity Coinvestment Fund VI, Limited Partnership ( Coinvest VI and, together with Fund VI and Offshore VI, the Charlesbank Funds ); and (iv) 49,042 shares held of record by Charlesbank Coinvestment Partners, Limited Partnership ( Coinvest ). Charlesbank Equity Fund VI GP, Limited Partnership ( Equity VI GP ) is the general partner of each of the Charlesbank Funds. Charlesbank Capital Partners, LLC ( Charlesbank ) is the general partner of Coinvest and

CUSIP No. 98919V105

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Equity VI GP. Pursuant to an investment and advisory agreement with each of the Charlesbank Funds, an investment committee (the Investment Committee ) consisting of ten members, each a Managing Director of Charlesbank, has investment and voting authority over the securities held by the Charlesbank Funds. Each of the foregoing entities and the individual members of the Investment Committee disclaims beneficial ownership of the shares held of record by the Charlesbank Funds and Coinvest.

**ITEM 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company or Control Person.**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group.**

Not applicable.

**ITEM 9. Notice of Dissolution of Group.**

Not applicable.

**ITEM 10. Certifications.**

Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 15, 2016

**CHARLESBANK EQUITY FUND VI,  
LIMITED PARTNERSHIP**

By: Charlesbank Equity Fund VI GP, Limited  
Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its  
general partner

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

**CB OFFSHORE EQUITY FUND VI, L.P.**

By: Charlesbank Equity Fund VI GP, Limited  
Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its  
general partner

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

**CHARLESBANK EQUITY  
COINVESTMENT FUND VI, LIMITED  
PARTNERSHIP**

By: Charlesbank Equity Fund VI GP, Limited  
Partnership, its general partner

By: Charlesbank Capital Partners, LLC, its  
general partner

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

**CHARLESBANK COINVESTMENT  
PARTNERS, LIMITED PARTNERSHIP**

By: Charlesbank Capital Partners, LLC, its  
general partner

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

**CHARLESBANK EQUITY FUND VI GP,  
LIMITED PARTNERSHIP**

By: Charlesbank Capital Partners, LLC, its  
general partner

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

**CHARLESBANK CAPITAL PARTNERS,  
LLC**

By: /s/ Stephanie Paré Sullivan  
Name: Stephanie Paré Sullivan  
Title: General Counsel & Chief  
Administrative Officer

<b>Exhibit No.</b>	<b>Description</b>
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 12, 2015)