

Zayo Group Holdings, Inc.  
Form 3/A  
February 10, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *        |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol |   |
| M/C VENTURE PARTNERS<br>VI L P                   |         |          | (Month/Day/Year)  | Zayo Group Holdings, Inc. [ZAYO]            |   |
| (Last)   | (First) | (Middle) | 10/16/2014  |   |   |
| C/O M/C PARTNERS, 75<br>STATE STREET, SUITE 2500 |         |          | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)   |         |          | (Check all applicable)  |   | 10/16/2014  |
| BOSTON, MA 02109                                 |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)   | (State) | (Zip)    |   |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 25,437,645   | I   | See Footnotes (1) (2)                                    |
| Common Stock                       | 174,870  | I   | See Footnotes (3) (4)                                    |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date<br>Exercisable | Expiration<br>Date | (Instr. 4) | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|------------|----------------------------------|------------------------------------|---|
|                     |                    | Title      |                                  |                                    |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| M/C VENTURE PARTNERS VI L P<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109  | ^             | ^ X       | ^       | ^     |
| M/C Venture Investors LLC<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109    | ^             | ^ X       | ^       | ^     |
| M/C Venture Partners V, L.P.<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109 | ^             | ^ X       | ^       | ^     |
| Chestnut Venture Partners LP<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109 | ^             | ^ X       | ^       | ^     |
| M/C VP VI, L.P.<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109              | ^             | ^ X       | ^       | ^     |
| M/C Venture Partners, LLC<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109    | ^             | ^ X       | ^       | ^     |
| M/C VP V, LLC<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109                | ^             | ^ X       | ^       | ^     |
| Chestnut Street Partners Inc<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500<br>BOSTON, MA 02109 | ^             | ^ X       | ^       | ^     |
| Corelink Data Centers, LLC<br>C/O M/C PARTNERS<br>75 STATE STREET, SUITE 2500                       | ^             | ^ X       | ^       | ^     |

BOSTON, MA 02109

## Signatures

|  |            |
|--|------------|
| M/C VENTURE PARTNERS VI, L.P., By: M/C VP VI, L.P., its general partner, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| M/C VENTURE INVESTORS L.L.C., By: /s/ Gillis S. Cashman, Manager   | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| M/C VENTURE PARTNERS V, L.P., By: M/C VP V LLC, its general partner, By: /s/ Gillis S. Cashman, Manager  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| CHESTNUT VENTURE PARTNERS, L.P., By: Chestnut Street Partners, Inc., its general partner, By: /s/ David D. Croll, President  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| M/C VP VI, L.P., By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| M/C VENTURE PARTNERS, LLC, By: /s/ Gillis S. Cashman, Manager  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| M/C VP V LLC, By: /s/ Gillis S. Cashman, Manager   | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| CHESTNUT STREET PARTNERS, INC., By: /s/ David D. Croll, President  | 02/10/2015 |
| __Signature of Reporting Person  | Date       |
| CORELINK DATA CENTERS, LLC, By: M/C Venture Partners VI, L.P., its managing member, By: M/C VP VI, L.P., its general partner, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager | 02/10/2015 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of (i) 24,160,854 shares held of record by M/C Venture Partners VI, L.P.; (ii) 757,871 shares held of record by M/C Venture Investors L.L.C.; (iii) 497,320 shares held of record by M/C Venture Partners V, L.P.; and (iv) 21,600 shares held of record by Chestnut Venture Partners, L.P. (together, the "M/C Shareholders"). M/C VP VI, L.P. is the sole general partner of M/C Venture Partners VI, L.P. and M/C Venture Partners, LLC is the sole general partner of M/C VP VI, L.P. M/C VP V LLC is the sole general partner of M/C Venture Partners V, L.P. (continued)

(2) (continued from footnote 1) Chestnut Street Partners, Inc. is the sole general partner of Chestnut Venture Partners, L.P. As the Managers of M/C Venture Partners, LLC, M/C Venture Investors L.L.C. and M/C VP V LLC, Gillis S. Cashman, Brian M. Clark, David D. Croll, James F. Wade and John W. Watkins collectively have direct or indirect investment and voting authority over the securities held by M/C Venture Partners VI, L.P., M/C Venture Investors L.L.C. and M/C Venture Partners V, L.P. David D. Croll and James F. Wade collectively have investment and voting authority over the securities held by Chestnut Venture Partners, L.P. Each of the foregoing entities and individuals disclaims beneficial ownership of the shares held of record by the M/C 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) The original Form 3 filed by M/C Venture Partners VI, L.P., M/C Venture Partners, LLC, M/C VP VI, L.P., M/C Venture Investors L.L.C., M/C Venture Partners V, L.P., M/C VP V LLC, Chestnut Venture Partners, L.P. and Chestnut Street Partners, Inc. inadvertently

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omitted holdings by Corelink Data Centers, LLC. M/C Venture Partners VI, L.P., M/C VP VI, L.P. and M/C Venture Partners, LLC may be deemed to share beneficial ownership with respect to the shares held by Corelink Data Centers, LLC. M/C Venture Partners VI, L.P. is the managing member of Corelink Data Centers, LLC. M/C VP VI, L.P. is the sole general partner of M/C Venture Partners VI, L.P. and M/C Venture Partners, LLC is the sole general partner of M/C VP VI, L.P. (continued)

- (4) (continued from footnote 3) As the Managers of M/C Venture Partners, LLC, Gillis S. Cashman, Brian M. Clark, David D. Croll, James F. Wade and John W. Watkins collectively have direct or indirect investment and voting authority over the securities held by Corelink Data Centers, LLC. Each of the foregoing entities and individuals disclaims beneficial ownership of the shares held of record by Corelink Data Centers, LLC.

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.