

Zayo Group Holdings, Inc.  
Form 4  
May 20, 2015

**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 \*  
M/C VENTURE PARTNERS VI L P

2. Issuer Name and Ticker or Trading Symbol  
Zayo Group Holdings, Inc. [ZAYO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O M/C PARTNERS, 75 STATE STREET, SUITE 2500

3. Date of Earliest Transaction (Month/Day/Year)  
03/17/2015

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

(Street)  
BOSTON, MA 02109

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/17/2015		S	3,216,055 D \$ 26.5295	20,997,419	I	See Footnotes (1) (2) (3)

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)**

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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. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
M/C VENTURE PARTNERS VI L P C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Partners, LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C VP VI, L.P. C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Investors LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C Venture Partners V, L.P. C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
M/C VP V, LLC C/O M/C PARTNERS 75 STATE STREET, SUITE 2500 BOSTON, MA 02109		X		
Chestnut Venture Partners LP C/O M/C PARTNERS 75 STATE STREET, SUITE 2500		X		

BOSTON, MA 02109

Chestnut Street Partners Inc  
 C/O M/C PARTNERS X  
 75 STATE STREET, SUITE 2500  
 BOSTON, MA 02109

Corelink Data Centers, LLC  
 C/O M/C PARTNERS X  
 75 STATE STREET, SUITE 2500  
 BOSTON, MA 02109

## Signatures

M/C VENTURE PARTNERS VI, L.P., By: M/C VP VI, LLC, its general partner, By: M/C  
 Venture Partners, LLC, its general partner, By: /s/ Gillis S. Cashman, Manager 05/20/2015  
 \_\_Signature of Reporting Person Date

M/C VP VI, LLC, By: M/C Venture Partners, LLC, its general partner, By: /s/ Gillis S.  
 Cashman. Manager 05/20/2015  
 \_\_Signature of Reporting Person Date

M/C VENTURE PARTNERS, LLC, By: /s/ Gillis S. Cashman, Manager 05/20/2015  
 \_\_Signature of Reporting Person Date

M/C VENTURE INVESTORS L.L.C., By: /s/ Gillis S. Cashman, Manager 05/20/2015  
 \_\_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 05/20/2015  
 \_\_Signature of Reporting Person Date

M/C VP V, LLC, By: /s/ Gillis S. Cashman, Manager 05/20/2015  
 \_\_Signature of Reporting Person Date

CHESTNUT VENTURE PARTNERS, L.P., By: Chestnut Street Partners, Inc., its general  
 partner, By: /s/ David D. Croll, President 05/20/2015  
 \_\_Signature of Reporting Person Date

CHESTNUT STREET PARTNERS, INC., By: /s/ David D. Croll, President 05/20/2015  
 \_\_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 05/20/2015  
 \_\_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).

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- Prior to the transaction reported herein, consists of (i) 23,314,888 shares held of record by M/C Venture Partners VI, L.P., (ii) 723,716 shares held of record by M/C Venture Investors L.L.C., (iii) 174,870 shares held of record by Core link Data Centers, LLC (together, the
- (1) "M/C Shareholders"). M/C Venture Partners V, LP, M/C VP V, LLC, Chestnut Venture Partners, LP, and Chestnut Street Partners, Inc. hold no shares of the issuer and are included on this form for the sole purpose of reporting that they are no longer subject to the Section 16.

- 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. M/C VP V LLC is the sole general partner of M/C Venture Partners V, L.P. Chestnut Street Partners, Inc. is the sole general partner of Chestnut Venture Partners,
- (2) 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,
- (3) 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.

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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