

Zayo Group Holdings, Inc.
 Form 4/A
 January 07, 2016

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 *
 Caruso Daniel

(Last) (First) (Middle)
 1805 29TH STREET SUITE 2050
 (Street)

BOULDER, CO 80301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/07/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

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)
				Code V Amount (A) or (D) Price			
Common Stock	01/04/2016		S ⁽¹⁾	67,890 D \$ 26.438 (2)	7,771,295 (3)	D	
Common Stock	01/05/2016		S ⁽⁴⁾	27,000 D \$ 26.7806 (5)	1,387,249	I	By Bear Equity, LLC
Common Stock					1,126,895	I	By Bear Investments, LLLP
Common Stock					84	I	By VP Holdings, LLC

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caruso Daniel 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	X		CEO	

Signatures

/s/ Ken desGarennes, as attorney-in-fact 01/07/2016

__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 sale reported was effected pursuant to a sell-to-cover Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2015. This sale is mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.
 - (2) The shares were sold in one transaction at the price reported.
 - (3) Reflects gift of 34,000 shares of common stock to The Caruso Foundation made on December 29, 2015 but not yet reflected in amount of securities beneficially owned.
 - (4) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2015.
 - (5)

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.56 to \$26.93. 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 sold at each separate price within the range set forth in in this footnote.

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.