Edgar Filing: Zayo Group Holdings, Inc. - Form 4

Zayo Group H Form 4	Ioldings, Inc.									
January 22, 20								OMB A	PPROVAL	
CORIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number:									3235-0287	
									urs per	
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> Connor Richard W.			2. Issuer Name and Ticker or Trading Symbol Zayo Group Holdings, Inc. [ZAYO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 1805 29TH S	(Last) (First) (Middle) 1805 29TH STREET SUITE 2050			of Earliest T Day/Year) 2016	C		(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Dther (specify below)			
BOULDER,		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed o	f, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities I 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)	
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who re nation con red to resp nys a curre	or indirectly. spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/20/2016	А		3,186		(2)	(2)	Common Stock	3,186

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
Connor Richard W. 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Х			
Signatures				
/s/ Ken desGarennes, as attorney-in-fact		01/22/2016		
**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) Each restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (2) The restricted stock units vest in full on March 31, 2016.

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.

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