

Zayo Group Holdings, Inc.
 Form 5
 August 15, 2016

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
desGarennes Kenneth

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

 (Street)

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

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2016

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

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

6. Individual or Joint/Group Reporting

 (check applicable line)

BOULDER, CO 80301

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/11/2016	^	G	0 ⁽¹⁾	D	\$ 0	443,697	I	by Tablerock Investments II, LLC ⁽¹⁾
Common Stock	06/11/2016	^	G	0 ⁽¹⁾	A	\$ 0	443,697	I	by Tablerock Investments II, LLC ⁽¹⁾
Common Stock	^	^	^	^	^	^	2,193,091 ⁽²⁾	D	^
	^	^	^	^	^	^	17 ⁽²⁾	I	

Common
Stock

by Tablerock
Investments,
LLC

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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
desGarences Kenneth 1805 29TH STREET SUITE 2050 BOULDER, CO 80301	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Ken
desGarences 08/15/2016

**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 reported securities are held by Tablerock Investments II, LLC, a Colorado limited liability company ("Tablerock II") of which the reporting person is the sole manager. On June 11, 2016, a 34.847% Class B Interest in Tablerock II was gifted to the desGarences Exempt Descendants' Trust for the benefit of the reporting person's children. Following this transaction, Tablerock II is owned by the reporting person and the desGarences Exempt Descendants' Trust as well as two grantor retained annuity trusts for the benefit of the reporting person and his children. The reporting person disclaims beneficial ownership of the Common Stock held by Tablerock II, except to the extent of his pecuniary interest therein.

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- (2) Reflects a transfer of 11,585 shares from Tablerock Investments, LLC to the reporting person that occurred on December 18, 2015 that was exempt from the Section 16(a) reporting requirements and was inadvertently omitted from prior Forms 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.