Zayo Group Holdings, Inc. Form 4

October 04, 2016 FORM 4

OMB APPROVAL

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

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3235-0287 January 31,

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if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

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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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * desGarennes Kenneth			2. Issue Symbol	er Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	•	Group Ho	Idings, Inc. [ZAYO]	(Check all applicable)			
1805 29TH	I STREET SUIT	E 2050	(Month/Day/Year) 09/30/2016			X_ Officer below)	(give title below	Other (specify	
(Street)				endment, D	Date Original	Chief Financial Officer 6. Individual or Joint/Group Filing(Check Applicable Line)			
BOULDER, CO 80301			·			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Ac	equired, Dispos	ed of, or Benef	icially Owned	
1.Title of	2. Transaction Da			3. T	4. Securities Acquired			7. Nature of	

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities A	cquired, Dispose	d of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	09/30/2016		M	10,592	A	<u>(1)</u>	2,096,726	D		
Common Stock	09/30/2016		M	10,678	A	<u>(2)</u>	2,107,404	D		
Common Stock							454,838	I	By Tablerock Investments II, LLC (3)	
Common Stock							45	I	By Tablerock Investments, 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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SEC 1474 (9-02)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/30/2016		M	10,592	<u>(4)</u>	<u>(4)</u>	Common Stock	10,592	
Restricted Stock Units	(2)	09/30/2016		M	10,678	<u>(5)</u>	<u>(5)</u>	Common Stock	10,678	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

desGarennes Kenneth 1805 29TH STREET SUITE 2050

Chief Financial Officer

Signatures

BOULDER, CO 80301

/s/ Laura Littman, as attorney-in-fact 10/04/2016

**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 Part A restricted stock unit converted into one share of Zayo Group Holdings, Inc. common stock.
- (2) Each Part B restricted stock unit represents a contingent right to receive one share of Zayo Group Holdings, Inc. common stock.
- (3) 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. Tablerock II is owned by the reporting person and the desGarennes Exempt Descendants' Trust as

Reporting Owners 2

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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.

- (4) On September 16, 2015, the reporting person was granted Part A restricted stock units, which vested in full on September 30, 2016.
- (5) On October 6, 2015, the reporting person was granted Part B restricted stock units, which vested in full on September 30, 2016.

 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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