

Zayo Group Holdings, Inc.
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
desGarences Kenneth

(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)
09/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

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	09/30/2016		M		10,592	A	11	2,096,726	D	
Common Stock	09/30/2016		M		10,678	A	12	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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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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