Zayo Group Holdings, Inc.

Form 4

January 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Zayo Group Holdings, Inc. [ZAYO]

Symbol

1(b).

Caruso Daniel

(Print or Type Responses)

1. Name and Address of Reporting Person *

									(CI	icck an applic	abic)
(Last)	(First)	(Middle)	3. Date of	of Earli	est [Fransaction	ì				
1805 29TH STREET SUITE 2050			(Month/Day/Year) 01/06/2017					_X_ Director _X_ Officer (g below)	irector 10% Owner fficer (give title Other (specify below) CEO		
	(Street)	2	4. If Am	endmer	nt. E	Date Origin	al		6. Individual or	Joint/Group I	Filing(Check
BOULDER, CO 80301			4. If Amendment, Date Original Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - N	on-	Derivative	e Secu	rities Ac	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3) Common	2. Transaction Date (Month/Day/Year) 01/06/2017	2A. Deemed Execution D any (Month/Day	Date, if	3. Transa Code (Instr. Code S(1)	8)	4. Securit on(A) or Dis (Instr. 3, 4) Amount 78,927	sposed	d of (D)	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)
Stock								(2)			
Common Stock									1,327,066	I	By Bear Equity, LLC
Common Stock									1,130,957	I	By Bear Investments, LLLP
Common Stock									4,500,000	I	By DPC Papa Bear Enterprises,

Common Stock 1,137 I $\frac{\text{LLC } \stackrel{(3)}{=}}{\text{Holdings}}$, $\frac{\text{LLC } \stackrel{(4)}{=}}{\text{LLC } \stackrel{(4)}{=}}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ioiNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

/s/ Laura Littman, as attorney-in-fact 01/06/2017

**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 mandated by the Company's election under its equity incentive plan to require the satisfaction of tax withholding obligations to be funded by a Rule 10b5-1 "sell-to-cover" transaction and does not represent a discretionary trade by the reporting person.

Reporting Owners 2

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- (2) The shares were sold in one transaction at the price reported.
- (3) The reporting person disclaims beneficial ownership of the shares held by DPC Papa Bear Enterprises, LLC, except to the extent of his pecuniary interest therein.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (4) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.